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*Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964 (HDH)**

**(Jointly Administered)**

**SUMMARY OF EIGHTH INTERIM FEE APPLICATION OF HUNTON  
ANDREWS KURTH LLP, AS COUNSEL FOR THE DEBTORS AND  
DEBTORS-IN-POSSESSION, FOR INTERIM ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD AUGUST 1, 2019, THROUGH OCTOBER 31, 2019**

<b>Basic Information</b>	
Name of Applicant:	Hunton Andrews Kurth LLP
Name of Client:	Debtors and Debtors in Possession
Petition Date:	October 23, 2017
Retention Date:	October 23, 2017 [Docket No. 204]
Date of Order Approving Employment:	December 18, 2017
<b>This Interim Application</b>	
Time Period Covered:	August 1, 2019 to October 31, 2019
Total Hours Billed:	412.4
Total Fees Requested:	\$207,000.50
Total Expenses Requested:	\$600.35
Fees Requested Over Budget:	\$4,000.50

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (3098), Think Finance SPV, LLC (4522), Financial U, LLC (1850), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), TC Decision Sciences, LLC (8949), and TC Loan Service, LLC (3103).

Blended Rate:	\$501.94/hour
Rate Increases Not Previously Approved/Disclosed:	None
Total Professionals:	9
Total Professionals Not in Staffing Plan:	0
Total Professionals Billing Less Than 15 Hours:	3
<b>Historical</b>	
Fees Approved to Date by Interim Order:	\$8,155,072.90
Expenses Approved to Date by Interim Order:	\$156,437.18
Allowed Fees Paid to Date:	\$8,155,072.90
Allowed Expenses Paid to Date:	\$156,437.18
Fees Paid Pursuant to Monthly Statements, Not Yet Allowed:	\$0.00
Expenses Paid Pursuant to Monthly Statements, Not Yet Allowed:	\$0.00

Dated: November 29, 2019

Respectfully submitted,

/s/ Gregory G. Hesse

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
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**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964 (HDH)**

**(Jointly Administered)**

**EIGHTH INTERIM FEE APPLICATION OF HUNTON ANDREWS KURTH  
LLP, AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION,  
FOR INTERIM ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
AUGUST 1, 2019 THROUGH OCTOBER 31, 2019**

Hunton Andrews Kurth LLP (“Hunton”), counsel for the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), submits this application (the “Application”) for interim allowance of compensation for professional services rendered by Hunton to the Debtors for the period August 1, 2019, through October 31, 2019 (the “Eighth Interim Application Period”), and reimbursement of actual and necessary expenses incurred by Hunton during the Eighth Interim Application Period under sections 330 and 331 of title 11 of

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Think Finance, LLC (3098), Think Finance SPV, LLC (4522), Financial U, LLC (1850), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), TC Decision Sciences, LLC (8949), and TC Loan Service, LLC (3103).

the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court of the Northern District of Texas (the “Local Rules”), the Guidelines for Compensation and Expense Reimbursement of Professionals in Chapter 11 Cases located in Appendix F thereto and the *Order Granting Motion of Debtors and Debtors-In-Possession to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Doc. No. 207] (the “Interim Compensation Order”). In support of this Application, Hunton represents as follows:

**A. JURISDICTION, VENUE AND PREDICATES FOR RELIEF**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1.

**B. BACKGROUND**

3. On October 23, 2017 (the “Petition Date”), each of the Debtors filed with the Court its respective voluntary petitions for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 cases.

4. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 27, 2017, the Court entered an order authorizing joint administration of these chapter 11 cases [Doc. No. 34].

5. On November 2, 2017, the Office of the United States Trustee for the Northern District of Texas (the “U.S. Trustee”) appointed an official committee of unsecured creditors.

No trustee or examiner has been appointed.

6. On December 18, 2017, the Court entered the Interim Compensation Procedures Order, which approved the compensation procedures contained within the Interim Compensation Procedures Order (the “Compensation Procedures”).

7. Prior to the Petition Date, the Debtors engaged Hunton as counsel in connection with their restructuring and the preparation for the potential commencement of these bankruptcy cases. On December 18, 2017, the Court entered the *Order Authorizing the Employment and Retention of Hunton & Williams LLP as Counsel to the Debtors and Debtors-In-Possession Effective as of the Petition Date* [Doc. No. 204], authorizing the Debtors to employ and retain Hunton as their bankruptcy counsel, effective as of the Petition Date.

8. Pursuant to the Compensation Procedures, professionals retained in these cases are authorized to submit monthly fee statements to the Notice Parties (as defined in the Compensation Procedures). Provided that no objection to a monthly fee statement is timely filed, the Debtors are authorized to pay such professional an amount equal to eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such monthly fee statement.

9. In addition, pursuant to the Compensation Procedures, beginning with the period from October 23, 2017 through and including January 31, 2018, and at three-month intervals thereafter, professionals retained in these cases are authorized to file interim fee applications with the Court.

10. On February 23, 2018, Hunton filed the *First Interim Application of Hunton & Williams LLP, as Counsel for the Debtors and Debtors-In-Possession, for Interim Allowance of Compensation and Reimbursement of Expenses for Services for the Period from October 23,*

2017 Through January 31, 2018 (the “First Interim Application”) [Doc. No. 328] seeking fees in the amount of \$1,840,584.20 and reimbursement of expenses in the amount of \$59,434.59. On March 22, 2018, the Court entered an order approving the First Interim Application [Doc. No. 368] allowing interim compensation in the amount of \$1,840,584.20 and reimbursement of expenses in the amount of \$59,434.59.

11. On May 25, 2018, Hunton filed the *Second Interim Application of Hunton Andrews Kurth LLP, as Counsel for the Debtors and Debtors-In-Possession, for Interim Allowance of Compensation and Reimbursement of Expenses for Services for the Period from February 1, 2018 Through April 30, 2018* (the “Second Interim Application”) [Doc. No. 560] seeking fees in the amount of \$1,586,120.15 and reimbursement of expenses in the amount of \$12,412.26. On June 25, 2018, the Court entered an order approving the Second Interim Application [Doc. No. 617] allowing interim compensation in the amount of \$1,586,120.15 and reimbursement of expenses in the amount of \$12,412.26, less a credit of \$15,134.67 representing expenses incurred by Hunton for online legal research during the period covered by the First Interim Application.

12. On August 30, 2018, Hunton filed the *Third Interim Application of Hunton Andrews Kurth LLP, as Counsel for the Debtors and Debtors-In-Possession, for Interim Allowance of Compensation and Reimbursement of Expenses for Services for the Period from May 1, 2018 Through July 31, 2018* (the “Third Interim Application”) [Doc. No. 854] seeking fees in the amount of \$1,305,728.30 and reimbursement of expenses in the amount of \$22,887.14. On October 2, 2018, the Court entered an order approving the Third Interim Application [Doc. No. 1041] allowing interim compensation in the amount of \$1,305,728.30 and reimbursement of expenses in the amount of \$22,887.14.

13. On December 4, 2018, Hunton filed the *Fourth Interim Application of Hunton Andrews Kurth LLP, as Counsel for the Debtors and Debtors-In-Possession, for Interim Allowance of Compensation and Reimbursement of Expenses for Services for the Period from August 1, 2018 Through October 31, 2018* (the “Fourth Interim Application”) [Doc. No. 1205] seeking fees in the amount of \$1,700,507.25 and reimbursement of expenses in the amount of \$62,805.16. On December 28, 2018, the Court entered an order approving the Fourth Interim Application [Doc. No. 1232] allowing interim compensation in the amount of \$1,700,507.25 and reimbursement of expenses in the amount of \$62,805.16.

14. On February 22, 2019, Hunton filed the *Fifth Interim Application of Hunton Andrews Kurth LLP, as Counsel for the Debtors and Debtors-In-Possession, for Interim Allowance of Compensation and Reimbursement of Expenses for Services for the Period from November 1, 2018 Through January 31, 2019* (the “Fifth Interim Application”) [Doc. No. 1283] seeking fees in the amount of \$689,460.90 and reimbursement of expenses in the amount of \$4,884.92. On March 20, 2019, the Court entered an order approving the Fifth Interim Application [Doc. No. 1330] allowing interim compensation in the amount of \$689,460.90 and reimbursement of expenses in the amount of \$4,884.92.

15. On May 31, 2019, Hunton filed the *Sixth Interim Application of Hunton Andrews Kurth LLP, as Counsel for the Debtors and Debtors-In-Possession, for Interim Allowance of Compensation and Reimbursement of Expenses for Services for the Period from February 1, 2019 Through April 30, 2019* (the “Sixth Interim Application”) [Doc. No. 1396] seeking fees in the amount of \$674,697.35 and reimbursement of expenses in the amount of \$2,957.65. On July 1, 2019, the Court entered an order approving the Sixth Interim Application [Doc. No. 1438] allowing interim compensation in the amount of \$674,697.35 and reimbursement of expenses in

the amount of \$2,957.65.

16. On August 30, 2019, Hunton filed the *Seventh Interim Application of Hunton Andrews Kurth LLP, as Counsel for the Debtors and Debtors-In-Possession, for Interim Allowance of Compensation and Reimbursement of Expenses for Services for the Period from May 1, 2019 Through July 31, 2019* (the “Seventh Interim Application”) [Doc. No. 1497] seeking fees in the amount of \$357,974.75 and reimbursement of expenses in the amount of \$6,190.13. On October 10, 2019, the Court entered an order approving the Seventh Interim Application [Doc. No. 1532] allowing interim compensation in the amount of \$357,974.75 and reimbursement of expenses in the amount of \$6,190.13.

17. The Compensation Procedures also provide that all Retained Professionals (as defined in the Compensation Procedures), to the extent applicable, shall make reasonable efforts to comply with the U.S. Trustee’s requests for information and additional disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “Appendix B Guidelines”) in connection with the interim and final fee applications filed in these cases.

18. A full description of the Debtors’ business operations, corporate structures, capital structures, and reasons for commencing these cases is set forth in full in the *Declaration of Barney C. Briggs, Chief Financial Officer of Think Finance, LLC, in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [Doc. No. 12]. Additional facts in support of the specific relief sought herein are set forth below.

### **C. RELIEF REQUESTED**

19. Hunton submits this Application (a) for interim allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as counsel for the Debtors in these cases for the period from August 1, 2019 through October 31,



2019, and (b) for reimbursement of actual, reasonable and necessary expenses incurred in representing the Debtors during that same period. For the period covered by this Application, Hunton seeks allowance of fees for services rendered in the amount of \$207,000.50. For the same period, Hunton seeks allowance of actual, reasonable and necessary expenses totaling \$600.35.

20. The Application is supported by the following Exhibits, which are attached hereto and patterned on the Appendix B Guidelines:

- (i) Exhibit A contains a summary schedule of the time expended by all Hunton professionals and paraprofessionals engaged in the representation of the Debtors during the Eighth Interim Application Period.
- (ii) Exhibit B contains a summary schedule of hours and fees covered by this Application, categorized by project code.
- (iii) Exhibit C contains a summary schedule of the out-of-pocket expenses incurred by Hunton during the Eighth Interim Application Period.
- (iv) Exhibit D contains a disclosure of “customary and comparable compensation” charged by Hunton’s professionals and paraprofessionals. As requested in ¶ C.3 of the Appendix B Guidelines, Exhibit D provides a summary of the blended hourly rates of the timekeepers (segregated by rank) included in this Application compared to the blended hourly rates for similar non-bankruptcy domestic timekeepers at Hunton.
- (v) Exhibit E contains the budget and staffing plan for Hunton for these chapter 11 cases during the Eighth Interim Application Period.
- (vi) Exhibit F contains the monthly fee statements properly served by Hunton during the Eighth Interim Application Period (collectively, the “Monthly Statements”).

#### **D. BASIS FOR RELIEF REQUESTED**

21. During the Eighth Interim Application Period, Hunton provided numerous services to the Debtors, including but not limited to the services described below and organized by task code:

**A. Case Administration – Task Code 110**

- a. Preparation of routine, administrative pleadings and attendance at hearings;
- b. Coordination of service and noticing of motions, pleadings and other filings and preparing affidavits of service;
- c. Correspondence with the U.S. Trustee, the Clerk’s Office and the Court regarding scheduling and other administrative matters; and
- d. Various additional tasks which did not appear to justify a unique billing number to track the fees with more specificity.

Task Code	Hours	Fees
110	21.4	\$8,136.90

**B. Asset Analysis and Recovery – Task Code 120**

- a. Analyzing potential estate assets; and
- b. Correspondence with client regarding such assets.

Task Code	Hours	Fees
120	7.6	\$2,758.00

**C. Relief from Stay/Adequate Protection – Task Code 140**

- a. Addressing issues concerning claims against and the potential payment of proceeds of D&O insurance policy.

Task Code	Hours	Fees
140	6.2	\$3,992.70

**D. Meetings and Communication with Creditors – Task Code 150**

- a. Responding to numerous Creditors Committee inquiries concerning the bankruptcy cases;
- b. Communicating with parties-in-interest regarding disclosure statement hearing;
- c. Responding to questions from creditors and parties in interest with respect to status of bankruptcy cases.

Task Code	Hours	Fees
150	4.9	\$1,820.40

**E. Fee/Employment Applications – Task Code 160**

- a. Preparing for and attending hearings on fee applications;
- b. Preparing Hunton’s monthly fee statements and seventh interim fee application;
- c. Assisting with the drafting and filing of monthly fee statements and fee applications for other estate professionals;
- d. Assisting ordinary course professionals with the preparation and filing of declarations.

<b>Task Code</b>	<b>Hours</b>	<b>Fees</b>
160	33.2	\$14,442.80

**F. Assumption/Rejection of Leases & Contracts – Task Code 185**

- a. Analyzing assumption, rejection, and cure issue related to plan confirmation;
- b. Discussions with client regarding assumption, rejection, and cure issues;
- c. Analyzing outstanding executory contracts and unexpired leases;
- d. Correspondence with client regarding outstanding executory contracts and unexpired leases;
- e. Preparing contract assumption schedule and cure notice; and
- f. Communications with contract counterparties.

<b>Task Code</b>	<b>Hours</b>	<b>Fees</b>
185	30.5	\$15,499.00

**G. Litigation – Task Code 190**

- a. Participating in meetings and discussions with defense counsel;
- b. Analyzing and considering strategy for resolving non-bankruptcy litigation;
- c. Communicating with Debtors’ representatives and other professionals relating to litigation strategy;
- d. Analyzing and addressing discovery issues, requests, and subpoenas in non-bankruptcy litigation;
- e. Monitoring non-bankruptcy litigation; and

- f. Discussions with counterparties regarding tolling agreement and preparation of the same.

Task Code	Hours	Fees
190	46.5	\$23,682.50

**H. Business Operations – Task Code 210**

- a. Communicating with the Committee and the Debtors regarding ordinary course transactions, case updates, and related business issues.

Task Code	Hours	Fees
210	0.1	\$73.00

**I. Labor Agreements/Pensions/Benefits – Task Code 220**

- a. Communicating with the Debtors regarding employee compensation issues.

Task Code	Hours	Fees
220	0.8	\$584.00

**J. Financing/Cash Collateral – Task Code 230**

- b. Working with the Debtors' financial advisor on weekly reporting of receipts and disbursements;
- c. Monitoring disbursements from the GPLS accounts and deposits into the escrow account established under the Court's cash collateral order;
- d. Address issues related to accessing funds in GPLS escrow, and negotiations with VPC and the Committee regarding such issues, including preparing for potential hearing related to the same; and
- e. Working with the Debtors' financial advisor in preparing cash flow forecasts.

Task Code	Hours	Fees
230	7.8	\$4,635.50

**K. Tax Issues – Task Code 240**

- a. Communicating with the Debtors and research regarding income tax issues.

Task Code	Hours	Fees
240	1.0	\$635.50

**L. Claims Administration and Objections – Task Code 310**

- a. Analyzing tax claim issues;
- b. Discussions with counsel and other professionals regarding claims register and strategy relating to claims objections; and
- c. Communications with creditors regarding issues related to claims.

<b>Task Code</b>	<b>Hours</b>	<b>Fees</b>
310	2.3	\$1,479.50

**M. Plan/Disclosure Statement – Task Code 320**

- a. Consider strategy with respect to the potential reorganization of the Debtors;
- b. Communications with counsel to the Committee and VPC regarding the potential restructuring of the companies;
- c. Analyzing claims and liabilities for plan and disclosure statement purposes;
- d. Communicating with the Committee regarding plan term sheet, disclosure statement, and plan issues;
- e. Preparing, negotiating, and communicating regarding disclosure statement and plan;
- f. Preparing and filing first amended chapter 11 plan and related disclosure statement, modified first amended chapter 11 plan and related disclosure statement, second modified first amended chapter 11 plan and related disclosure statement, and related plan supplements;
- g. Obtaining approval of the disclosure statement for the second modified first amended chapter 11 plan;
- h. Analyzing and addressing objections to plan confirmation;
- i. Analyzing and preparing liquidation analysis; and
- j. Preparing for and analyzing issues related to plan confirmation.

<b>Task Code</b>	<b>Hours</b>	<b>Fees</b>
320	247.4	\$127,955.30

**N. Reporting – Task Code 460**

- a. Working with the Debtors’ financial advisor on the preparation of monthly operating reports.

<b>Task Code</b>	<b>Hours</b>	<b>Fees</b>
460	2.7	\$1,305.40

22. In performing the services detailed in this Application, Hunton has endeavored to ensure that its professionals comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of the Court.

23. Pursuant to the terms of the Interim Compensation Procedures Order, Hunton properly served three Monthly Statements during the Eighth Interim Application Period as follows:

<b>Period Covered by Monthly Statement</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Date Served</b>	<b>Objection Deadline</b>	<b>Amount of Fees Received (80%)</b>	<b>Amount of Expenses Received (100%)</b>
Aug. 1, 2019 – Aug. 31, 2019	\$44,231.40	\$126.55	10/8/2019	10/18/2019	\$35,258.57	\$126.55
Sept. 1, 2019 – Sept. 30, 2019	\$52,956.00	\$473.80	11/4/2019	11/14/2019	\$0.00	\$0.00
Oct. 1, 2019 – Oct. 31, 2019	\$109,813.10	\$0.00	11/20/2019	11/30/2019	\$0.00	\$0.00

24. In accordance with the Interim Compensation Procedures Order, and as set forth in Local Rule 2016-1, each Monthly Statement included (i) a detailed itemization of the service hours expended by matter and professional and (ii) a summary schedule of hours and fees categorized by project code. Each Monthly Statement also included a detailed chronological itemization of the services rendered by each professional and paraprofessional, calculated by tenths of an hour and categorized in accordance with the appropriate project code. Hunton has reduced its request for compensation for non-working travel to 50% of the normal hourly rate for such professionals. As set forth above, copies of Hunton’s Monthly Statements are attached

hereto as Exhibit F.

25. Hunton has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys and paralegals at Hunton so that the work has been performed by those most familiar with the particular matter or task and, where attorney involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Hunton has endeavored to coordinate with the other professionals involved in this case so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. Hunton believes it has been successful in this regard.

26. No agreement or understanding exists between Hunton and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

**E. STATEMENT PURSUANT TO APPENDIX B GUIDELINES**

27. The following is provided in response to the questions set forth in ¶ C.5 of the Appendix B Guidelines:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

**Response:** As set forth in the *Declaration of Tyler P. Brown in Support of the Application of the Debtors and Debtors-In-Possession for Entry of an Order Authorizing the Employment and Retention of Hunton & Williams LLP as Co-Counsel for the Debtors and Debtors In Possession Effective as of the Petition Date* (the "Brown Declaration") [Doc. No. 123], the hourly rates and corresponding rate structure used by Hunton have been discounted from its standard rate structure for this engagement.

**Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

**Response:** Not applicable. The fees sought do not exceed the fees budgeted for the time period by more than 10%.

**Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

**Question:** Does this fee application include time or fees related to reviewing the time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Response: This Application includes approximately \$2,903.60 in fees (5.5 hours) relating to preparing, reviewing, or revising Monthly Statements. These fees are reflected in Task Code 160 time entries. Hunton submits that all such fees are reasonable and necessary for preparing the Monthly Statements.

**Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: This Application does not include any time or fees for reviewing records to redact privileged or other confidential information other than time and fees incurred in revising Monthly Statements, as set forth immediately above. In the course of such efforts, Hunton reviewed and edited various entries to avoid publicly disclosing any privileged or confidential information. Hunton submits that such review and edits are a reasonable and necessary part of Hunton's preparation of the Monthly Statements.

**Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: There have been no rate increases during the Interim Period.

## **VI. Notice**

28. Notice of this Application has been provided to all necessary parties in accordance with the *Order Granting Complex Chapter 11 Bankruptcy Case Treatment* entered by this Court on October 27, 2017 [Doc. No. 39]. Hunton submits that no other or further notice



need be provided.

**WHEREFORE**, Hunton respectfully requests that this Court enter an Order, substantially in the form attached hereto (i) approving this Application, (ii) providing that Hunton be allowed on an interim basis the sum of \$207,000.50 as compensation for reasonable and necessary professional services rendered to the Debtors and the sum of \$600.35 for reimbursement of actual and necessary costs and expenses incurred for a total of \$207,600.85, (iii) authorizing and directing the Debtors to pay Hunton the outstanding amount of such sums, and (iv) for such other relief as the Court deems proper and just.

Dated: November 29, 2019

Respectfully submitted,

/s/ Gregory G. Hesse

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
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**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964 (HDH)**

**(Jointly Administered)**

**DECLARATION OF TYLER P. BROWN**

I, Tyler P. Brown, hereby declare the following under penalty of perjury:

1. I am a partner with the applicant firm, Hunton Andrews Kurth LLP (“Hunton”)<sup>2</sup>, and have been admitted *pro hac vice* to appear before this Court. I am responsible for Hunton’s compliance with Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas and the Guidelines for Compensation and Expense Reimbursement of Professionals in Chapter 11 Cases located in Appendix F thereto (the “Local Rules”) and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Think Finance, LLC (3098), Think Finance SPV, LLC (4522), Financial U, LLC (1850), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), TC Decision Sciences, LLC (8949), and TC Loan Service, LLC (3103).

<sup>2</sup> Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Interim Fee Application.

Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “UST Guidelines”).

2. This certification is made in connection with Hunton’s Eighth Interim Fee Application, dated November 29, 2019, for interim compensation and reimbursement of expenses for the period commencing August 1, 2019, through and including October 31, 2019.

3. I certify that I have read the Eighth Interim Fee Application.

4. I certify that to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the Local Rules, except as specifically noted in the application.

5. I certify that Hunton did not agree to any variations from, or alternatives to, our standard or customary billing arrangements for the compensation and expense reimbursement requested in the Eighth Interim Fee Application, and that such compensation and expense was generally accepted by Think Finance, LLC and its above-captioned debtor affiliates, as debtors and debtors in possession.

Dated: November 29, 2019

/s/ Tyler P. Brown  
Tyler P. Brown

## **PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964 (HDH)**

**(Jointly Administered)**

**ORDER APPROVING EIGHTH INTERIM FEE APPLICATION OF  
HUNTON ANDREWS KURTH LLP, AS COUNSEL TO THE DEBTORS AND  
DEBTORS-IN-POSSESSION, FOR INTERIM ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD AUGUST 1, 2019, THROUGH OCTOBER 31, 2019**

Upon consideration of the Eighth Interim Fee Application (the “Application”)<sup>2</sup> of Hunton  
Andrews Kurth LLP (“Hunton”), counsel for the debtors and debtors in possession in the above-

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Think Finance, LLC (6762), Think Finance SPV, LLC (4522), Financial U, LLC (1850), TC Loan Service, LLC (3103), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), and TC Decision Sciences, LLC (8949).

<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

captioned cases (collectively, “Debtors”), for the period from August 1, 2019, through and including October 31, 2019 (the “Eighth Interim Application Period”); and the Court having reviewed the Application and each of the Monthly Statements that were served by Hunton during the Eighth Interim Application Period, and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and determining that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The Application is GRANTED.
2. Hunton is allowed interim compensation in the amount of \$207,000.50 and reimbursement of expenses in the amount of \$600.35 for the Eighth Interim Application Period as requested in the Application.
3. The Debtors are authorized to disburse to Hunton payment in the amount of the difference between the allowed amounts and the actual monthly payments previously received by Hunton for fees and expenses incurred during the Eighth Interim Application Period.
4. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.
6. This Order shall be effective immediately upon entry.

###END OF ORDER###

Submitted by:

/s/ Gregory G. Hesse

Gregory G. Hesse (Texas Bar No. 09549419)

HUNTON ANDREWS KURTH LLP

1445 Ross Avenue

Suite 3700

Dallas, Texas 75209

Telephone: (214) 979-3000

Email: ghesse@HuntonAK.com

-and-

Tyler P. Brown (admitted *pro hac vice*)

Jason W. Harbour (admitted *pro hac vice*)

HUNTON ANDREWS KURTH LLP

Riverfront Plaza, East Tower

951 East Byrd Street

Richmond, Virginia 23219

Telephone: (804) 788-8200

Email: tpbrown@HuntonAK.com

jharbour@HuntonAK.com

*Counsel to the Debtors and Debtors in Possession*

## **EXHIBIT A**



**PROFESSIONALS RENDERING SERVICES**

(August 1, 2019 – October 31, 2019)

<b>Name of Professional</b>	<b>Position</b>	<b>Department</b>	<b>First Bar Admission Date</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>	<b>Rate Increases Since the Petition Date</b>
Tyler P. Brown	Partner	Bankruptcy / Restructuring	1987	\$730	55.5	\$40,515.00	None
Gregory G. Hesse	Partner	Bankruptcy / Restructuring	1989	\$775	27.9	\$21,622.50	None
Jason W. Harbour	Partner	Bankruptcy / Restructuring	2001	\$625	86.2	\$53,875.00	None
Justin F. Paget	Counsel	Bankruptcy / Restructuring	2008	\$530	46.0	\$24,380.00	None
Henry P. (Toby) Long, III	Associate	Bankruptcy / Restructuring	2007	\$535	14.2	\$7,597.00	None
Shannon E. Daily	Associate	Bankruptcy / Restructuring	2010	\$500	5.6	\$2,800.00	None
Nathan Kramer	Associate	Bankruptcy / Restructuring	2014	\$350	133.4	\$46,690.00	None
Jennifer E. Wuebker	Associate	Bankruptcy / Restructuring	2015	\$310	1.1	\$341.00	
Tina L. Canada	Paralegal	Bankruptcy / Restructuring	N/A	\$216	42.5	\$9,180.00	None
				<b>Total:</b>	<b>412.4</b>	<b>\$207,000.50</b>	
<b>Blended Rate:</b>					<b>\$501.94</b>		

## **EXHIBIT B**

**COMPENSATION BY PROJECT CATEGORY**  
(August 1, 2019 – October 31, 2019)

<b>Project Code</b>	<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
110	Case Administration	21.4	\$8,136.90
120	Asset Analysis & Recovery	7.6	\$2,758.00
140	Relief from Stay/Adequate Protection	6.2	\$3,992.70
150	Meetings of and Communications with Creditors	4.9	\$1,820.40
160	Fee/Employment Applications	33.2	\$14,442.80
185	Assumption/Rejection of Leases and Contracts	30.5	\$15,499.00
190	Litigation	46.5	\$23,682.50
210	Business Operations	0.1	\$73.00
220	Labor Agreements/Pensions/Benefits	0.8	\$584.00
230	Financing/Cash Collateral	7.8	\$4,635.50
240	Tax Issues	1.0	\$635.50
310	Claim Administration & Objections	2.3	\$1,479.50
320	Plan and Disclosure Statement	247.4	\$127,955.30
460	Reporting	2.7	\$1,305.40
	<b>Total:</b>	<b>412.4</b>	<b>\$207,000.50</b>

## **EXHIBIT C**

**EXPENSE SUMMARY**

(August 1, 2019 – October 31, 2019)

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Unit Cost (if applicable)</b>	<b>Total Expenses</b>
Trial and Hearing Transcripts			\$482.35
Telephonic Appearance Fees	CourtCall		\$118.00
<b>Total:</b>			<b>\$600.35</b>

## **EXHIBIT D**

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**  
(August 1, 2019 – October 31, 2019)

<b>Category of Timekeeper</b>	<b>Blended Hourly Rate<sup>1</sup></b>	
	<b>Billed</b> (Firm for preceding year, excluding the Bankruptcy, Restructuring and Creditors' Rights group )	<b>Billed</b> (This Application)
All Partners (Equity Partner)	\$736.54	\$684.04
<i>Equity Partner – more than 20 years since first admission</i>	<i>\$783.37</i>	<i>\$745.05</i>
<i>Equity Partner – less than 20 years since first admission</i>	<i>\$660.97</i>	<i>\$625.00</i>
Counsel	\$614.57	\$530.00
Sr. Associate (7 or more years since first admission)	\$518.62	\$525.10
Mid Associate (4-6 years since first admission)	\$449.38	\$350.00
Paralegal	\$254.09	\$216.00
<b>Aggregated (Blended Rates):</b>	<b>\$589.10</b>	<b>\$501.94</b>

<sup>1</sup> Consistent with ¶ C.3 of the Appendix B Guidelines, the blended hourly rates set forth in Exhibit D are calculated by dividing the dollar value of hours billed by the number of hours billed for the relevant timekeepers during the applicable time period. Exhibit D also segregates the timekeepers by rank using the categories set forth in Exhibit A to the Appendix B Guidelines. The data for the “preceding year” is based on information from Hunton’s last completed calendar year ending December 31, 2018.

In addition, as requested by ¶ C.3 of the Appendix B Guidelines, the blended hourly rates identified in Exhibit D for non-bankruptcy domestic timekeepers at Hunton includes discounted or alternative engagements, other than pro bono engagements and engagements for clients who are employees or charitable organizations that are billed at materially discounted rates.

## **EXHIBIT E**



**BUDGET**  
**HUNTON ANDREWS KURTH LLP**  
(August 1, 2019 – October 31, 2019)

<b>Period</b>	<b>Estimated Fees and Expenses</b>
August 1, 2019 – October 31, 2019	\$203,000

**STAFFING PLAN**  
**HUNTON ANDREWS KURTH LLP**  
(August 1, 2019 – October 31, 2019)

<b>Category of Timekeeper (as maintained by the firm)</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Budgeted Period</b>	<b>Average Hourly Rate</b>
Partner	3	\$710.00
Counsel	1	\$610.00
Associate	5	\$445.00
Staff Attorney	1	\$335.00
Paralegal	2	\$215.50

## **EXHIBIT F**

Gregory G. Hesse (Texas Bar No. 09549419)  
HUNTON ANDREWS KURTH LLP  
1445 Ross Avenue  
Suite 3700  
Dallas, Texas 75209  
Telephone: (214) 979-3000

Tyler P. Brown (Admitted *pro hac vice*)  
Jason W. Harbour (Admitted *pro hac vice*)  
HUNTON ANDREWS KURTH LLP  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219  
Telephone: (804) 788-8200

*Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964 (HDH)**

**(Joint Administered)**

**MONTHLY STATEMENT OF HUNTON ANDREWS KURTH LLP FOR  
PROFESSIONAL SERVICES FOR THE PERIOD  
AUGUST 1, 2019, THROUGH AUGUST 31, 2019**

Name of Applicant:	HUNTON ANDREWS KURTH LLP
Role in Case:	Counsel to the Debtors
Period for which Compensation and Reimbursement is sought:	August 1, 2019, through August 31, 2019
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$44,231.40 (total fees sought this period)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$35,385.12 (80% sought in this Fee Statement)
	\$126.55

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (6762), Think Finance SPV, LLC (4522), Financial U, LLC (1850), TC Loan Service, LLC (3103), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), and TC Decision Sciences, LLC (8949).

# HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP  
RIVERFRONT PLAZA, EAST TOWER  
951 EAST BYRD STREET  
RICHMOND, VA 23219-4074

TEL 804 • 788 • 8200  
FAX 804 • 788 • 8218

EIN 54-0572269

## INVOICE SUMMARY-REMITTANCE PAGE

Think Finance, LLC  
ATTN: Thomas D. Graber, Esq.  
General Counsel  
7701 Las Colinas Ridge, Suite 650  
Irving, TX 75063-8114

FILE NUMBER: 010131.0000001  
INVOICE NUMBER: 101167714  
DATE: 10/07/2019

---

CLIENT NAME: Think Finance, LLC  
BILLING ATTORNEY: TYLER P. BROWN

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Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending August 31, 2019 per the attached itemization:

### CURRENT INVOICE SUMMARY:

#### RE: (Hunton # 010131.0000001) Post-Petition - Think Finance, et al.

Current Fees:	\$ 44,231.40
Current Charges:	126.55
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 44,357.95</b>

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TO RECEIVE PROPER CREDIT, PLEASE ATTACH REMITTANCE COPY WITH PAYMENT.

FOR BILLING INQUIRIES, PLEASE CALL: 804-788-8555

To Pay By Mail:  
HUNTON ANDREWS KURTH LLP  
PO BOX 405759  
ATLANTA, GA 30384-5759

To Pay by Wire Transfer or ACH:  
Bank: SunTrust Bank, Richmond, VA  
Account Name: Hunton Andrews Kurth LLP Operating  
Account Number: 001458094  
ABA Transit: 061000104  
Swift Code (International): SNTRUS3A  
Information with Wire: File: 010131.0000001, Inv: 101167714, Date: 10/07/2019

# HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP  
RIVERFRONT PLAZA, EAST TOWER  
951 EAST BYRD STREET  
RICHMOND, VA 23219-4074

TEL 804 • 788 • 8200  
FAX 804 • 788 • 8218

EIN 54-0572269

## INVOICE DETAIL

Think Finance, LLC  
ATTN: Thomas D. Graber, Esq.  
General Counsel  
7701 Las Colinas Ridge, Suite 650  
Irving, TX 75063-8114

FILE NUMBER: 010131.0000001  
INVOICE NUMBER: 101167714  
DATE: 10/07/2019

CLIENT NAME: Think Finance, LLC  
BILLING ATTORNEY: TYLER P. BROWN

**RE: (Hunton # 010131.0000001) Post-Petition - Think Finance, et al.**

## FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2019:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/02/2019	T L CANADA	110	Electronically file affidavit of service	0.20	43.20
08/06/2019	T L CANADA	110	Electronically file affidavit of service	0.20	43.20
08/15/2019	G G HESSE	110	Email exchange with court regarding hearing on August 20, 2019 (0.3); Review and comment on draft agenda for hearing (0.2)	0.50	387.50
08/15/2019	T L CANADA	110	Revise and electronically file proposed Agenda for August 20th hearing	0.50	108.00
08/15/2019	T P BROWN	110	Conference with J.Harbour re handling omnibus hearing	0.10	73.00
08/19/2019	G G HESSE	110	Email exchange with Tom Graber regarding hearing on August 20, 2019 (0.3); Prepare for hearing on August 20, 2019 (0.7)	1.00	775.00
08/20/2019	J W HARBOUR	110	Telephonically attending hearing and analysis of related issues	0.50	312.50
08/20/2019	T L CANADA	110	Electronically file affidavits of service	0.30	64.80
08/27/2019	T L CANADA	110	Electronically file affidavit of service	0.20	43.20

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	2
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			<b>TOTAL 110</b>	<b>3.50</b>	
08/28/2019	J F PAGET	120	Analyze potential recovery of UST fees based on recent decisions	0.40	212.00
08/30/2019	J F PAGET	120	Research re: new opinion concerning recovery of UST fees	0.60	318.00
			<b>TOTAL 120</b>	<b>1.00</b>	
08/06/2019	H P LONG, III	140	Analyze and respond to questions from counsel to D&O concerning status of responses to motion to approve settlement and deadline for same and communications with counsel concerning same	0.50	267.50
08/06/2019	T P BROWN	140	Review emails with insurer's counsel re motion on settlement	0.10	73.00
08/12/2019	T P BROWN	140	Review letter from AXIS concerning insurance settlement	0.10	73.00
08/12/2019	H P LONG, III	140	Analyze letter from AXIS concerning motion to approve settlement regarding requests for reimbursement from insurance, and communications with counsel concerning the same	0.20	107.00
08/13/2019	G G HESSE	140	Review docket and status of insurance motion scheduled for hearing on August 20, 2019	0.20	155.00
08/14/2019	G G HESSE	140	Email exchange with court regarding insurance settlement motion (0.3); Follow-up call from court regarding same (0.2)	0.50	387.50
08/14/2019	T P BROWN	140	Review emails re hearing on insurance settlement and related conference with J.Harbour	0.20	146.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	3
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/14/2019	H P LONG, III	140	Analyze and respond to email from T. Graber concerning responses to motion to settle claims against insurance and hearing on the same, and communications with G. Hesse concerning same	0.30	160.50
08/15/2019	H P LONG, III	140	Multiple communications with G. Hesse and T. Graber concerning strategy for hearing on motion to approve settlement of claims to insurance, and communications with counsel to insurer and D&O concerning same	0.50	267.50
08/19/2019	T P BROWN	140	Conference with T.Long re hearing prep for insurance settlement	0.10	73.00
08/19/2019	J W HARBOUR	140	Analysis of issues concerning hearing and insurance motion and communications with counsel	0.20	125.00
08/19/2019	H P LONG, III	140	Prepare for and participate in meeting with J. Harbour and G. Hesse in connection with hearing on motion to approve settlement of requests for reimbursement from insurance	0.50	267.50
08/20/2019	G G HESSE	140	Prepare for and attend hearing on motion to approve settlement with D & O insurance carrier (1.0); Email exchange with Tom Graber regarding results of hearing (0.3); Coordinate entry of order (0.2)	1.50	1,162.50
08/20/2019	T L CANADA	140	Submit to the Court the order approving the 9019 settlement motion between K. Rees and Illinois Insurance	0.20	43.20



HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	4
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/20/2019	H P LONG, III	140	Communications with counsel to insurer and counsel to D&O concerning results of hearing on motion to approve settlement of requests for reimbursement from insurance	0.20	107.00
08/26/2019	H P LONG, III	140	Communications with client regarding status of order approving settlement motion related to requests for reimbursement from insurance, and communications with paralegal concerning requesting an update from chambers	0.20	107.00
08/28/2019	G G HESSE	140	Call to court regarding status of order on settlement (0.2); Email exchange with Tom Graber regarding same (0.3)	0.30	232.50
08/29/2019	G G HESSE	140	Call to court regarding entry of insurance settlement order	0.10	77.50
			<b>TOTAL 140</b>	<b>5.90</b>	
08/01/2019	N KRAMER	150	Communicate with parties in interest regarding status of bankruptcy case and related issues	0.30	105.00
08/08/2019	T P BROWN	150	Work on email to committee counsel	0.20	146.00
08/15/2019	N KRAMER	150	Communication with party in interest regarding status of the case	0.30	105.00
08/20/2019	N KRAMER	150	Communication with party in interest regarding status of bankruptcy cases	0.20	70.00
08/22/2019	N KRAMER	150	Communication with party in interest regarding status of bankruptcy case	0.20	70.00
08/26/2019	T L CANADA	150	Analysis of consumer borrower calls and update spreadsheet regarding same	0.20	43.20

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	5
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/26/2019	N KRAMER	150	Communication with party in interest related to bankruptcy status	0.20	70.00
08/27/2019	T L CANADA	150	Update spreadsheet of consumer borrower communications	0.30	64.80
08/27/2019	N KRAMER	150	Communication with party in interest related to status of bankruptcy case	0.20	70.00
08/27/2019	N KRAMER	150	Communication with party in interest related to status of bankruptcy case and claims status	0.20	70.00
<b>TOTAL 150</b>				<b>2.30</b>	
08/08/2019	T L CANADA	160	Serve Hunton June fee statement	0.30	64.80
08/08/2019	T L CANADA	160	Communications with attorneys regarding deadline for 7th interim fee application	0.20	43.20
08/08/2019	T P BROWN	160	Emails with B.Briggs re payment of fee statements	0.10	73.00
08/08/2019	T P BROWN	160	Telephone call to B.Briggs re fee statements	0.10	73.00
08/08/2019	T P BROWN	160	Work on Hunton June fee statement	0.40	292.00
08/09/2019	J F PAGET	160	Correspondence with counsel re: monthly fee statement submissions and preparing fee applications	0.40	212.00
08/09/2019	S E DAILY	160	Correspondence with professionals regarding seventh interim fee applications	0.20	100.00
08/15/2019	N KRAMER	160	Address issues related to supplemental Goodwin retention declaration	0.20	70.00
08/16/2019	T L CANADA	160	Electronically file third supplemental declaration of Matthew Sheldon in support of Goodwin Retention Application	0.30	64.80
08/16/2019	G G HESSE	160	Review declaration of Goodwin	0.30	232.50

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	6
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/16/2019	N KRAMER	160	Finalize Goodwin supplemental retention declaration	0.30	105.00
08/19/2019	T L CANADA	160	Serve June and July fee statements of Goodwin Proctor	0.50	108.00
08/19/2019	J F PAGET	160	Correspond with counsel re: Goodwin fee statements	0.10	53.00
08/20/2019	T P BROWN	160	Conference with J.Harbour and review emails from U.S.Trustee and others re Goodwin Proctor	0.10	73.00
08/20/2019	J W HARBOUR	160	Communication from Committee counsel and with Goodwin concerning retention issues	0.40	250.00
08/20/2019	T L CANADA	160	Work on Hunton's 7th interim fee application	2.50	540.00
08/21/2019	J W HARBOUR	160	Communications with Goodwin concerning retention issues and analysis of related matters	0.40	250.00
08/22/2019	T L CANADA	160	Serve Hunton's July fee statement	0.30	64.80
08/22/2019	T P BROWN	160	Emails with debtor and committee re fee payments	0.20	146.00
08/22/2019	T P BROWN	160	Revise Hunton July statement	0.60	438.00
08/22/2019	J W HARBOUR	160	Analysis of Goodwin retention issues and communications from Committee counsel and with Goodwin	0.70	437.50
08/23/2019	T L CANADA	160	Work on Hunton's 7th interim fee application	3.00	648.00
08/26/2019	T P BROWN	160	Review Goodwin's supplemental disclosure	0.10	73.00
08/26/2019	G G HESSE	160	Review supplemental declaration from Goodwin Proctor (0.2); Email exchange regarding same (0.3)	0.50	387.50

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	7
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/26/2019	T L CANADA	160	Electronically file Fourth Declaration of Matthew S. Sheldon in support of Goodwin retention	0.20	43.20
08/26/2019	T L CANADA	160	Communications with K. LaBrada regarding noticing and service of Cole Schotz and Teneo fee applications	0.10	21.60
08/26/2019	J W HARBOUR	160	Analysis of issues concerning Goodwin retention and declaration and communications with Goodwin	0.40	250.00
08/26/2019	S E DAILY	160	Correspondence with Goodwin regarding fee application	0.20	100.00
08/28/2019	S E DAILY	160	Correspondence with A&M regarding fee application	0.30	150.00
08/29/2019	T P BROWN	160	Work on quarterly fee application for Hunton	0.50	365.00
08/29/2019	S E DAILY	160	Correspondence with counsel regarding fee applications	0.40	200.00
08/29/2019	N KRAMER	160	Address issue related to interim fee application	0.30	105.00
08/29/2019	G G HESSE	160	Review fee apps of (a) Hunton (.4); (b) Goodwin (.3); (c) Eversheds (.1); and (d) Alvarez and Marsal (.2)	1.00	775.00
08/29/2019	S E DAILY	160	Analyze, review, and comment on Hunton fee application	1.50	750.00
08/29/2019	S E DAILY	160	Analyze, review, and comment on Eversheds fee application	0.60	300.00
08/29/2019	S E DAILY	160	Analyze, review, and comment on A&M fee application	0.60	300.00
08/29/2019	S E DAILY	160	Analyze, review, and comment on Goodwin fee application	0.60	300.00
08/30/2019	T L CANADA	160	Finalize and electronically file notice of hearing on fee applications	0.80	172.80

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	8
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/30/2019	T L CANADA	160	Electronically file 7th interim fee application of Goodwin	0.40	86.40
08/30/2019	T L CANADA	160	Electronically file 7th interim fee application of Alvarez	0.40	86.40
08/30/2019	T L CANADA	160	Electronically file 7th interim fee application of Eversheds	0.40	86.40
08/30/2019	T L CANADA	160	Revise and electronically file 7th interim fee application of Hunton	1.20	259.20
08/30/2019	S E DAILY	160	Correspondence with client regarding fee applications	0.30	150.00
08/30/2019	S E DAILY	160	Finalize fee applications for filing and correspondence with T. Canada regarding the same	0.50	250.00
			<b>TOTAL 160</b>	<b>22.90</b>	
08/02/2019	J W HARBOUR	230	Analysis of 13 Week Forecast issues and communications with counsel, client, and A&M	0.10	62.50
08/02/2019	J F PAGET	230	Review and circulate weekly disbursement report	0.20	106.00
08/05/2019	J F PAGET	230	Review updated 13 week cash forecast and circulate same	0.30	159.00
08/06/2019	J F PAGET	230	Correspond with A&M re: 13 week forecast	0.20	106.00
08/07/2019	T P BROWN	230	Review updated forecast	0.20	146.00
08/07/2019	J F PAGET	230	Review revised 13 week and circulate same to notice parties	0.50	265.00
08/09/2019	T P BROWN	230	Review weekly cash report	0.10	73.00
08/09/2019	J F PAGET	230	Review and circulate disbursement report	0.20	106.00
08/16/2019	T P BROWN	230	Review weekly cash report	0.10	73.00
08/16/2019	N KRAMER	230	Serve budget to actual for cash report	0.20	70.00
08/19/2019	J W HARBOUR	230	Analysis of cash collateral forecast issues	0.20	125.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	9
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/21/2019	J W HARBOUR	230	Analysis of escrow agent fees and communication with escrow agent and client	0.20	125.00
08/25/2019	T P BROWN	230	Review weekly cash variance report	0.10	73.00
08/25/2019	J F PAGET	230	Review and circulate disbursement report	0.20	106.00
08/30/2019	J F PAGET	230	Review and circulate disbursement report	0.20	106.00
			<b>TOTAL 230</b>	<b>3.00</b>	
08/12/2019	J W HARBOUR	310	Analysis of recently filed tax claim	0.10	62.50
			<b>TOTAL 310</b>	<b>0.10</b>	
08/01/2019	J W HARBOUR	320	Analysis of disclosure statement and plan issues and communications with counsel and client (1.00) and preparing disclosure statement and plan (1.40)	2.40	1,500.00
08/01/2019	J W HARBOUR	320	Analysis of derivative standing issues and communications with client and counsel to the Committee	1.00	625.00
08/01/2019	J W HARBOUR	320	Communications with counsel and analysis of plan and disclosure statement issues	0.20	125.00
08/01/2019	J W HARBOUR	320	Preparing plan and disclosure statement and communication to counsel to various parties	0.50	312.50
08/01/2019	H P LONG, III	320	Analyze and prepare language for disclosure statement concerning settlement of claims for reimbursement from D&O policy (.50), and communications with counsel concerning same and related issues (.20)	0.70	374.50

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	10
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/01/2019	T P BROWN	320	Review emails and conference with J.Harbour re employee issues in plan and disclosure statement and related client requests	0.50	365.00
08/01/2019	N KRAMER	320	Prepare and revise plan and disclosure statement	1.70	595.00
08/01/2019	J F PAGET	320	Revise draft of amended chapter 11 plan	3.00	1,590.00
08/01/2019	J F PAGET	320	Work on revisions to disclosure statement for amended plan	2.80	1,484.00
08/02/2019	T L CANADA	320	Electronically file amended plan (.20), amended disclosure statement (.20), solicitation motion (.20), and notice of hearing (.20)	0.80	172.80
08/02/2019	G G HESSE	320	Review lengthy e-mail exchange regarding terms of plan and disclosure statement	1.20	930.00
08/02/2019	J W HARBOUR	320	Communications with counsel to CFPB concerning Plan and analysis of related issues	0.20	125.00
08/02/2019	J W HARBOUR	320	Preparing plan and disclosure statement and analysis of comments from counsel to the Committee (.90) and communications with client (.70)	1.60	1,000.00
08/02/2019	T P BROWN	320	Review proposed revisions and related emails with debtor re changes to plan and disclosure statement and emails from opposing counsel	0.40	292.00
08/02/2019	N KRAMER	320	Work on, finalize and coordinate filing of plan (1.00), disclosure statement (.90) and solicitation motion (.80)	2.70	945.00
08/02/2019	J F PAGET	320	Review correspondence from committee re: amended plan and disclosure statement	0.10	53.00

HUNTON ANDREWS KURTH LLP	INVOICE:	101167714
CLIENT NAME: Think Finance, LLC	DATE:	10/07/2019
FILE NUMBER: 010131.0000001	PAGE:	11

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/05/2019	T P BROWN	320	Emails with J.Harbour re committee email about amended plan and disclosure statement	0.10	73.00
08/05/2019	J F PAGET	320	Address noticing issues for plan/disclosure statement with ALCS and correspond with ALCS re: updating website	0.30	159.00
08/07/2019	T P BROWN	320	Emails with J.Harbour and review related email from committee counsel and consider response to same	0.30	219.00
08/07/2019	N KRAMER	320	Analyze and address issues related to solicitation motion	0.40	140.00
08/07/2019	J F PAGET	320	Correspondence to and from Gary Leibowitz re: disclosure statement motion	0.20	106.00
08/08/2019	J F PAGET	320	Review and consider email correspondence from Committee re: plan solicitation procedures	0.30	159.00
08/09/2019	T P BROWN	320	Correspondence with committee counsel and N.Kramer re changes to solicitation order	0.30	219.00
08/09/2019	N KRAMER	320	Revise solicitation order to address Committee comments (.70); communication with Committee regarding the same (.40)	1.10	385.00
08/09/2019	J F PAGET	320	Review proposed revisions to solicitation order	0.20	106.00
08/12/2019	G G HESSE	320	Email exchange with Lisa Lambert and others regarding issues with plan and disclosure statement (0.4); Review research regarding same (0.6)	1.00	775.00
08/12/2019	J W HARBOUR	320	Analysis of issues concerning class data in connection with the plan and communications with counsel	0.10	62.50



HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	12
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/12/2019	J W HARBOUR	320	Analysis of comments to plan and disclosure statement from UST and related issues and communications with counsel, client, and counsel to Committee and VPC and with UST	1.40	875.00
08/12/2019	T P BROWN	320	Review email from U.S. Trustee re disclosure statement issues and related conference with J.Harbour re strategy	0.30	219.00
08/12/2019	N KRAMER	320	Analyze issues related to Plan and releases	1.00	350.00
08/13/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and communications with client and counsel	0.20	125.00
08/13/2019	T P BROWN	320	Review analysis on recent decision on ballot issues	0.20	146.00
08/13/2019	N KRAMER	320	Analyze and conduct legal research related to issues concerning release, injunction and exculpation provisions	3.90	1,365.00
08/14/2019	J W HARBOUR	320	Communications with client and counsel and analysis of plan and disclosure statement issues including concerning comments from UST	0.60	375.00
08/14/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and communications with counsel	0.80	500.00
08/14/2019	N KRAMER	320	Analysis of exculpation and injunction issues (1.4); conference with client regarding the same (.5)	1.90	665.00
08/15/2019	J W HARBOUR	320	Analysis of issues concerning plan and related matters and concerning schedules and communications with counsel	0.30	187.50

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/15/2019	J W HARBOUR	320	Analysis of disclosure statement and plan issues including concerning UST issues and communications with counsel to VPC and counsel to the Committee	0.70	437.50
08/15/2019	T P BROWN	320	Conference with J.Harbour re disclosure statement and updating schedules	0.20	146.00
08/15/2019	N KRAMER	320	Analysis of issues related to release and exculpation provisions and communications with GPLS	0.80	280.00
08/19/2019	T P BROWN	320	Conference with J.Harbour re disclosure statement	0.10	73.00
08/19/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and communications with counsel and counsel to the Committee and VPC	0.60	375.00
08/19/2019	J W HARBOUR	320	Communications with counsel and client and analysis of plan and disclosure statement issues	0.50	312.50
08/19/2019	N KRAMER	320	Analyze issues related to releases and precedent (2); communications related to the same (.8); analysis of various other UST comments to plan and research related to the same (.9)	3.70	1,295.00
08/20/2019	T P BROWN	320	Telephone call and emails with T.Graber re reorganization prep issues	0.40	292.00
08/20/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and communications to the UST and with counsel to the Committee and VPC	0.20	125.00
08/21/2019	J W HARBOUR	320	Communications with UST and counsel to Committee and VPC and analysis of plan and disclosure statement issues	0.20	125.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101167714
CLIENT NAME: Think Finance, LLC				DATE:	10/07/2019
FILE NUMBER: 010131.0000001				PAGE:	14
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/22/2019	T P BROWN	320	Telephone call with debtor personnel re employee issues in reorganization	0.70	511.00
08/22/2019	J W HARBOUR	320	Analysis of plan issues and communications with counsel, the UST, and counsel to the Committee and VPC	0.20	125.00
08/23/2019	T P BROWN	320	Review summary conference with J.Harbour re U.S. Trustee and committee disclosure statement discussions	0.20	146.00
08/23/2019	J W HARBOUR	320	Communications with client and counsel concerning plan and disclosure statement issues and analysis of related issues	0.90	562.50
08/23/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and communications with counsel and with UST, counsel to the Committee and counsel to VPC	0.80	500.00
08/23/2019	N KRAMER	320	Conference with UST regarding plan issues (.8); analysis of analogous issues related to plan releases (.4)	1.20	420.00
08/26/2019	J F PAGET	320	Telephone call with Carl Bingelli re: liquidation analysis	0.40	212.00
08/26/2019	N KRAMER	320	Analyze issues related to plan and exculpation	0.70	245.00
08/27/2019	G G HESSE	320	Review email exchange regarding issues raised by US Trustee regarding plan and disclosure statement	0.50	387.50
08/27/2019	J W HARBOUR	320	Analysis of issues concerning CFPB status report and communications with client and counsel	0.20	125.00

HUNTON ANDREWS KURTH LLP	INVOICE:	101167714
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
08/27/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and communications with client and communication to counsel to Committee and VPC	0.70	437.50
08/27/2019	N KRAMER	320	Analyze issues related to plan and disclosure statement comments from UST	0.70	245.00
08/28/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and communications with counsel to the Committee and counsel to the UST	0.30	187.50
08/29/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues	0.10	62.50
			<b>TOTAL 320</b>	<b>49.70</b>	
08/02/2019	J F PAGET	460	Correspond with A&M re: June monthly operating report	0.20	106.00
08/06/2019	T L CANADA	460	Electronically file June monthly operating report	0.20	43.20
08/06/2019	J F PAGET	460	Correspond with Debtors re: June monthly operating report	0.20	106.00
08/26/2019	T L CANADA	460	Electronically file July monthly operating report	0.20	43.20
08/26/2019	J F PAGET	460	Analyze July monthly operating report	0.50	265.00
			<b>TOTAL 460</b>	<b>1.30</b>	
			<b>TOTAL HOURS</b>	<b>89.70</b>	

**TIMEKEEPER SUMMARY:**

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
T P BROWN	Partner	7.10	730.00	5,183.00
J W HARBOUR	Partner	17.90	625.00	11,187.50
G G HESSE	Partner	8.60	775.00	6,665.00
J F PAGET	Counsel	11.50	530.00	6,095.00
S E DAILY	Associate	5.20	500.00	2,600.00
N KRAMER	Associate	22.40	350.00	7,840.00
H P LONG, III	Associate	3.10	535.00	1,658.50
T L CANADA	Paralegal	13.90	216.00	3,002.40
	<b>TOTAL FEES (\$)</b>			<b>44,231.40</b>

HUNTON ANDREWS KURTH LLP	INVOICE:	101167714
CLIENT NAME: Think Finance, LLC	DATE:	10/07/2019
FILE NUMBER: 010131.0000001	PAGE:	16

**TIME SUMMARY BY TASK CODE:**

DESCRIPTION	CODE	HOURS	VALUE
Case Administration	110	3.50	1,850.40
Asset Analysis & Recovery	120	1.00	530.00
Relief from Stay/Adequate Protection	140	5.90	3,832.20
Meeting and Communications w/Creditors	150	2.30	814.00
Fee/Employment Applications	160	22.90	9,550.10
Financing/Cash Collateral	230	3.00	1,701.50
Claims Administration & Objections	310	0.10	62.50
Plan Disclosure Statement	320	49.70	25,327.30
Reporting	460	1.30	563.40
		<b>89.70</b>	<b>44,231.40</b>

**FOR COSTS ADVANCED AND EXPENSES INCURRED:**

CODE	DESCRIPTION	AMOUNT
E112	Court Fees (CourtCall Fees for Telephonic Appearances at Hearings)	60.00
E124	Other – Miscellaneous (Transcripts from August 20, 2019 Hearing)	66.55
	<b>TOTAL CURRENT EXPENSES (\$)</b>	<b>126.55</b>

**INVOICE SUMMARY:**

Current Fees:	\$ 44,231.40
Current Charges:	126.55
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 44,357.95</b>

Gregory G. Hesse (Texas Bar No. 09549419)  
HUNTON ANDREWS KURTH LLP  
1445 Ross Avenue  
Suite 3700  
Dallas, Texas 75209  
Telephone: (214) 979-3000

Tyler P. Brown (Admitted *pro hac vice*)  
Jason W. Harbour (Admitted *pro hac vice*)  
HUNTON ANDREWS KURTH LLP  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219  
Telephone: (804) 788-8200

*Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964 (HDH)**

**(Joint Administered)**

**MONTHLY STATEMENT OF HUNTON ANDREWS KURTH LLP FOR  
PROFESSIONAL SERVICES FOR THE PERIOD  
SEPTEMBER 1, 2019, THROUGH SEPTEMBER 30, 2019**

Name of Applicant:	HUNTON ANDREWS KURTH LLP
Role in Case:	Counsel to the Debtors
Period for which Compensation and Reimbursement is sought:	September 1, 2019, through September 30, 2019
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$52,956.00 (total fees sought this period)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$42,364.80 (80% sought in this Fee Statement)
	\$473.80

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (6762), Think Finance SPV, LLC (4522), Financial U, LLC (1850), TC Loan Service, LLC (3103), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), and TC Decision Sciences, LLC (8949).

# HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP  
RIVERFRONT PLAZA, EAST TOWER  
951 EAST BYRD STREET  
RICHMOND, VA 23219-4074

TEL 804 • 788 • 8200  
FAX 804 • 788 • 8218

EIN 54-0572269

## INVOICE SUMMARY-REMITTANCE PAGE

Think Finance, LLC  
ATTN: Thomas D. Graber, Esq.  
General Counsel  
7701 Las Colinas Ridge, Suite 650  
Irving, TX 75063-8114

FILE NUMBER: 010131.0000001  
INVOICE NUMBER: 101169746  
DATE: 10/31/2019

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CLIENT NAME: Think Finance, LLC  
BILLING ATTORNEY: TYLER P. BROWN

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Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending September 30, 2019 per the attached itemization:

### CURRENT INVOICE SUMMARY:

**RE: (Hunton # 010131.0000001) Post-Petition - Think Finance, et al.**

Current Fees:	\$ 52,956.00
Current Charges:	473.80
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 53,429.80</b>

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**TO RECEIVE PROPER CREDIT, PLEASE ATTACH REMITTANCE COPY WITH PAYMENT.**

**FOR BILLING INQUIRIES, PLEASE CALL:** 804-788-8555

To Pay By Mail:  
HUNTON ANDREWS KURTH LLP  
PO BOX 405759  
ATLANTA, GA 30384-5759

To Pay by Wire Transfer or ACH:  
Bank: SunTrust Bank, Richmond, VA  
Account Name: Hunton Andrews Kurth LLP Operating  
Account Number: 001458094  
ABA Transit: 061000104  
Swift Code (International): SNTRUS3A  
Information with Wire: File: 010131.0000001, Inv: 101169746, Date: 10/31/2019

# HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP  
RIVERFRONT PLAZA, EAST TOWER  
951 EAST BYRD STREET  
RICHMOND, VA 23219-4074

TEL 804 • 788 • 8200  
FAX 804 • 788 • 8218

EIN 54-0572269

## INVOICE DETAIL

Think Finance, LLC  
ATTN: Thomas D. Graber, Esq.  
General Counsel  
7701 Las Colinas Ridge, Suite 650  
Irving, TX 75063-8114

FILE NUMBER: 010131.0000001  
INVOICE NUMBER: 101169746  
DATE: 10/31/2019

CLIENT NAME: Think Finance, LLC  
BILLING ATTORNEY: TYLER P. BROWN

**RE: (Hunton # 010131.0000001) Post-Petition - Think Finance, et al.**

## FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2019:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/04/2019	T L CANADA	110	Electronically file affidavit of service	0.20	43.20
09/04/2019	T L CANADA	110	Communications with clerk of court and electronically file notice of additional omnibus hearing dates	0.50	108.00
09/04/2019	J W HARBOUR	110	Communications with counsel and paralegal concerning hearing dates	0.30	187.50
09/04/2019	T P BROWN	110	Coordinate hearing dates and coverage with J.Harbour	0.10	73.00
09/06/2019	J W HARBOUR	110	Analysis of schedule amendment issues and communications with counsel	0.10	62.50
09/06/2019	S E DAILY	110	Correspondence with T. Long regarding amended schedules	0.20	100.00
09/10/2019	T L CANADA	110	Electronically file affidavit of service	0.20	43.20
09/10/2019	J W HARBOUR	110	Analysis of issues concerning amending schedules and communications with counsel	0.20	125.00



HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
CLIENT NAME: Think Finance, LLC				DATE:	10/31/2019
FILE NUMBER: 010131.0000001				PAGE:	2
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/10/2019	N KRAMER	110	Analysis of issue related to potential amendment to schedules	0.70	245.00
09/10/2019	S E DAILY	110	Correspondence with N. Kramer regarding amendment of schedules	0.10	50.00
09/11/2019	N KRAMER	110	Address issue related to potential amendment to schedules	1.30	455.00
09/18/2019	T L CANADA	110	Prepare proposed agenda for September 24th omnibus hearing	1.80	388.80
09/19/2019	T L CANADA	110	Continue work on Think Finance proposed agenda	0.50	108.00
09/19/2019	G G HESSE	110	Review draft agenda for hearing on 9/24	0.30	232.50
09/19/2019	N KRAMER	110	Communication with Court regarding scheduling matters	0.20	70.00
09/20/2019	G G HESSE	110	Review notice of hearing (0.2); and review and comment on agenda for hearing on 9/24/2019 (0.5)	0.70	542.50
09/24/2019	T L CANADA	110	Prepare hearing materials for September 26th hearing	1.20	259.20
09/25/2019	T L CANADA	110	Electronically file affidavits of service	0.40	86.40
			<b>TOTAL 110</b>	<b>9.00</b>	
09/03/2019	N KRAMER	120	Analyze issues related to U.S. Trustee fees	0.90	315.00
09/04/2019	T P BROWN	120	Emails with T.Graber re Haynes note collection efforts and review complaint	0.40	292.00
09/05/2019	T L CANADA	120	Analysis of disbursements and U.S. Trustee fees to determine difference between old U.S. Trustee rate versus the new rate	3.00	648.00
09/05/2019	J F PAGET	120	Review spreadsheet re: UST fees and potential reduction in same	0.30	159.00
09/05/2019	N KRAMER	120	Analysis of issues and case law related to U.S. Trustee fees	1.70	595.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
CLIENT NAME: Think Finance, LLC				DATE:	10/31/2019
FILE NUMBER: 010131.0000001				PAGE:	3
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			<b>TOTAL 120</b>	<b>6.30</b>	
09/04/2019	N KRAMER	150	Communication with parties in interest regarding status of bankruptcy case	0.20	70.00
09/05/2019	N KRAMER	150	Communication with party in interest regarding status of bankruptcy case	0.20	70.00
09/17/2019	T L CANADA	150	Update consumer borrower call log	0.20	43.20
09/17/2019	N KRAMER	150	Communication with party in interest related to status of bankruptcy case and class action	0.20	70.00
09/18/2019	J F PAGET	150	Telephone call from consumer borrower	0.20	106.00
09/19/2019	N KRAMER	150	Communication with party in interest regarding status of case	0.20	70.00
			<b>TOTAL 150</b>	<b>1.20</b>	
09/18/2019	T L CANADA	160	Prepare LEDES files for 7th interim fee application and submit Hunton's and Goodwin's LEDES files to the US Trustee	0.50	108.00
09/20/2019	N KRAMER	160	Communication with court regarding re-notice of hearing on fee application and disclosure statement (.3); prepare and finalize re-notice of hearing (.3); prepare and finalize agenda (.3)	0.90	315.00
09/24/2019	T L CANADA	160	Finalize order to be submitted to court for Hunton 7th interim fee application	0.30	64.80
09/24/2019	T L CANADA	160	Finalize order to be submitted to court for Goodwin 7th interim fee application	0.30	64.80
09/24/2019	T L CANADA	160	Finalize order to be submitted to court for A&M 7th interim fee application	0.30	64.80

HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
CLIENT NAME: Think Finance, LLC				DATE:	10/31/2019
FILE NUMBER: 010131.0000001				PAGE:	4
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/24/2019	T L CANADA	160	Finalize order to be submitted to court for Eversheds 7th interim fee application	0.30	64.80
09/24/2019	T P BROWN	160	Emails with Charla Wells re fee applications status	0.10	73.00
09/24/2019	G G HESSE	160	Review and comment on forms of fee orders	0.50	387.50
09/25/2019	T L CANADA	160	Submit order granting Hunton 7th interim fee application	0.20	43.20
09/25/2019	T L CANADA	160	Submit order granting Goodwin 7th interim fee application	0.20	43.20
09/25/2019	T L CANADA	160	Submit order granting A&M 7th interim fee application	0.20	43.20
09/25/2019	T L CANADA	160	Submit order granting Eversheds 7th interim fee application	0.20	43.20
09/25/2019	G G HESSE	160	Conference with Matt Sheldon regarding issues raised by the UST on fees of Goodwin (0.3); Follow-up email regarding same (0.2)	0.50	387.50
09/27/2019	G G HESSE	160	Review transcript of 9/24 hearing on UST issues with fee applications (0.3)	0.30	232.50
			<b>TOTAL 160</b>	<b>4.80</b>	
09/18/2019	H P LONG, III	185	Work with client to identify executory contracts and leases for assumption or rejection, including analyzing schedules filed in bankruptcy cases concerning all executory contracts and leases (.90), and communications with T. Brown (.10) and T. Graber (.10) concerning the same	1.10	588.50
09/18/2019	T P BROWN	185	Conference with T.Long re assumption and rejection of contracts	0.10	73.00
09/23/2019	T P BROWN	185	Emails with T.Graber re contract assumption/rejection and cure issues	0.20	146.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
CLIENT NAME: Think Finance, LLC				DATE:	10/31/2019
FILE NUMBER: 010131.0000001				PAGE:	5
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/23/2019	H P LONG, III	185	Work on issues related to identifying leases and contract for assumption under the plan and communications with counsel concerning the same	0.40	214.00
09/23/2019	S E DAILY	185	Correspondence with N. Kramer regarding issues related to rejection of contracts	0.10	50.00
09/24/2019	J F PAGET	185	Analyze issues concerning cure and assumption/rejection of executory contracts and leases	0.70	371.00
09/24/2019	T P BROWN	185	Telephone call with T.Graber re cure issues, executory contracts and related strategy	0.50	365.00
09/26/2019	T P BROWN	185	Emails and telephone call with T.Graber re executory contracts and cure issues	0.50	365.00
09/30/2019	T P BROWN	185	Conference with J.Harbour re cure schedule and related issues	0.20	146.00
09/30/2019	T P BROWN	185	Review list of proposed assumed/rejected contracts	0.20	146.00
09/30/2019	N KRAMER	185	Address and analyze various issues related to cure notice and assumption/rejection	1.90	665.00
			<b>TOTAL 185</b>	<b>5.90</b>	
09/26/2019	J F PAGET	190	Analyze issues re: maintenance of Epiq database and other discovery related issues	0.40	212.00
			<b>TOTAL 190</b>	<b>0.40</b>	
09/18/2019	T P BROWN	210	Emails from committee and to B.Briggs re ordinary course payments	0.10	73.00
			<b>TOTAL 210</b>	<b>0.10</b>	
09/09/2019	T P BROWN	220	Emails with T.Graber re employee issue	0.10	73.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
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FILE NUMBER: 010131.0000001				PAGE:	6
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/11/2019	T P BROWN	220	Participate in benefit/employee call with debtor to plan for effective date	0.70	511.00
			<b>TOTAL 220</b>	<b>0.80</b>	
09/05/2019	J W HARBOUR	230	Communications with client concerning escrow account issues	0.10	62.50
09/09/2019	J F PAGET	230	Review and circulated disbursement report	0.20	106.00
09/09/2019	T P BROWN	230	Review weekly variance report	0.10	73.00
09/16/2019	J F PAGET	230	Review and circulate weekly disbursement report and correspond with A&M re: comments to same	0.30	159.00
09/20/2019	J F PAGET	230	Correspond with A&M re: disbursement report	0.10	53.00
09/24/2019	J W HARBOUR	230	Analysis of issues concerning 13 week forecast and communication to client and A&M	0.20	125.00
09/24/2019	T P BROWN	230	Review emails with A&M re updating cash projections	0.10	73.00
09/25/2019	J F PAGET	230	Review and circulate weekly disbursement report	0.20	106.00
09/25/2019	T P BROWN	230	Review weekly variance report	0.10	73.00
09/30/2019	J F PAGET	230	Correspond with A&M re: disbursement report. and analyze and provide comments to same and distribute	0.40	212.00
09/30/2019	T P BROWN	230	Review weekly cash variance report	0.10	73.00
09/30/2019	J W HARBOUR	230	Analysis of issues concerning updated 13 week forecast and communications with client and A&M	0.20	125.00
			<b>TOTAL 230</b>	<b>2.10</b>	
09/28/2019	T P BROWN	310	Email to T.Graber re claims buying notice	0.10	73.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/30/2019	J W HARBOUR	310	Analysis of issues concerning claim objections and communications with counsel	0.10	62.50
			<b>TOTAL 310</b>	<b>0.20</b>	
09/03/2019	T P BROWN	320	Review new N.D. Texas new case law concerning releases	0.50	365.00
09/04/2019	J W HARBOUR	320	Analysis of plan issues	0.10	62.50
09/06/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues (.60) and communication to counsel to VPC (.40)	1.00	625.00
09/06/2019	T P BROWN	320	Telephone call with T.Graber re reorganization issues	0.40	292.00
09/09/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues	0.10	62.50
09/10/2019	J W HARBOUR	320	Analysis of issues concerning plan and disclosure statement and tolling stipulation and communications with counsel and counsel to VPC	0.30	187.50
09/10/2019	N KRAMER	320	Analyze issues related to Plan (.4) and conference with counsel to VPC (.5)	0.90	315.00
09/11/2019	J W HARBOUR	320	Analysis of RSM billing issues and communications with counsel to Committee and with escrow agent	0.20	125.00
09/11/2019	T P BROWN	320	Emails with T.Graber re new entity registration	0.20	146.00
09/12/2019	T P BROWN	320	Review emails to and from counsel re plan issues and related conference with J.Harbour re options	0.30	219.00
09/13/2019	J W HARBOUR	320	Analysis of class issues and communications with client and counsel	1.00	625.00
09/13/2019	T P BROWN	320	Conference with J.Harbour re class issues	0.10	73.00

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CLIENT NAME: Think Finance, LLC				DATE:	10/31/2019
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/13/2019	T P BROWN	320	Review email from T.Graber re reorganization planning	0.10	73.00
09/16/2019	J W HARBOUR	320	Analysis of class notice and related issues and communications with client, counsel, and counsel to class members	0.60	375.00
09/17/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and communications with counsel	0.20	125.00
09/17/2019	T P BROWN	320	Emails to and from T.Graber re reorganization planning	0.30	219.00
09/17/2019	T P BROWN	320	Telephone call with T.Graber re reorganization planning	0.40	292.00
09/17/2019	N KRAMER	320	Analyze issues and strategy related to revising plan, disclosure statement, and solicitation order	0.80	280.00
09/18/2019	J W HARBOUR	320	Analysis of disclosure statement and plan issues and communications with counsel	0.50	312.50
09/18/2019	J W HARBOUR	320	Communications with counsel to VPC and Committee and analysis of disclosure statement and plan issues	0.30	187.50
09/18/2019	G G HESSE	320	Email exchange with and among counsel for the committee and Victory Park regarding status of disclosure statement process and strategy (0.5); Follow-up conference regarding same (0.6)	1.10	852.50
09/18/2019	T P BROWN	320	Conference with J.Harbour re disclosure statement order	0.20	146.00
09/18/2019	T P BROWN	320	Telephone call with T.Graber re reorganization planning	0.40	292.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
CLIENT NAME: Think Finance, LLC				DATE:	10/31/2019
FILE NUMBER: 010131.0000001				PAGE:	9
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/18/2019	N KRAMER	320	Prepare modified plan and disclosure statement and prepare related notice (2.5); analyze issue related to solicitation of proposed order (.8)	3.30	1,155.00
09/19/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues (.40) and communications with UST and counsel to Committee (.20)	0.80	500.00
09/19/2019	J W HARBOUR	320	Communications with client and counsel and analysis of plan and disclosure statement hearing issues	0.90	562.50
09/19/2019	T P BROWN	320	Review emails from and to committee counsel and debtor re plan and disclosure statement issues and prep for disclosure statement hearing	0.30	219.00
09/19/2019	N KRAMER	320	Address issues related to modified plan, disclosure statement and solicitation order, and filing of the same	3.60	1,260.00
09/20/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues including concerning Exhibit E and communications with counsel to Committee	0.70	437.50
09/20/2019	J W HARBOUR	320	Analysis of disclosure statement issues including concerning liquidation analysis and communications with A&M and counsel	0.60	375.00
09/20/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and preparing plan and disclosure statement (.80) and communications with counsel and client (.90)	1.70	1,062.50
09/20/2019	J W HARBOUR	320	Communications with class counsel concerning plan and disclosure statement	0.10	62.50
09/20/2019	J F PAGET	320	Analyze and work with A&M in preparing liquidation analysis	4.30	2,279.00



HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
CLIENT NAME: Think Finance, LLC				DATE:	10/31/2019
FILE NUMBER: 010131.0000001				PAGE:	10
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/20/2019	J F PAGET	320	Analyze issues concerning status of employees for plan purposes	0.30	159.00
09/20/2019	T P BROWN	320	Review revised Exhibit E from committee and related call and emails by J.Harbour and client	0.40	292.00
09/20/2019	N KRAMER	320	Prepare and revise plan and disclosure statement and notice of filing of modification to the same	4.80	1,680.00
09/21/2019	J F PAGET	320	Correspondence with A&M re: liquidation analysis	0.50	265.00
09/22/2019	J F PAGET	320	Work on liquidation analysis	1.10	583.00
09/23/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues including concerning liquidation analysis (.70) and communications with counsel and client (.50)	1.20	750.00
09/23/2019	J W HARBOUR	320	Analysis of solicitation issues and communications with counsel	0.20	125.00
09/23/2019	J W HARBOUR	320	Communications with counsel and with counsel to Committee, VPC, consumer borrowers, and others concerning confirmation hearing and communication from the Court	1.60	1,000.00
09/23/2019	J F PAGET	320	Work on liquidation analysis	2.80	1,484.00
09/23/2019	J F PAGET	320	Analyze and address balloting and service issues	0.20	106.00
09/23/2019	T P BROWN	320	Review numerous emails from committee and UST and opposing counsel re disclosure statement hearing and related claim and notice issues	0.20	146.00

HUNTON ANDREWS KURTH LLP	INVOICE:	101169746
CLIENT NAME: Think Finance, LLC	DATE:	10/31/2019
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/23/2019	G G HESSE	320	Prepare for disclosure statement hearing (2.0); Review and comment on liquidation analysis (0.5); Email exchange with Stephen Manz regarding schedule for confirmation hearing (0.4); Email exchange with parties in interest regarding same (0.4); Prepare for and attend conference call with parties in interest regarding same (0.5)	3.80	2,945.00
09/23/2019	N KRAMER	320	Analyze and address issues related to preparation for solicitation (2.5); communications with ALCS regarding the same (.7); prepare notice of filing of liquidation analysis and address issues related to the same (.8)	4.00	1,400.00
09/24/2019	J W HARBOUR	320	Analysis of issues concerning disclosure statement hearing (.60) and communications with counsel, client, counsel to the Committee and others (.90)	1.50	937.50
09/24/2019	J W HARBOUR	320	Preparing for disclosure statement hearing and telephonically attending hearing	0.90	562.50
09/24/2019	J F PAGET	320	Address issues concerning disclosure statement hearing and issues raised by UST concerning payment of substantial contribution claims	0.30	159.00
09/24/2019	J F PAGET	320	Address plan solicitation issues	0.60	318.00
09/24/2019	T P BROWN	320	Review emails with UST re substantial contribution claims	0.10	73.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/24/2019	G G HESSE	320	Prepare for disclosure statement hearing (1.3); meeting with Tom Graber in connection with disclosure statement hearing (0.7); attend disclosure statement hearing (2.0); email exchange with UST and others regarding plan language (0.5)	4.50	3,487.50
09/24/2019	N KRAMER	320	Analyze and address issues related to disclosure statement, modification of the same, and solicitation procedures	3.80	1,330.00
09/25/2019	T L CANADA	320	Work on Ballots and solicitation notices	1.20	259.20
09/25/2019	J W HARBOUR	320	Analysis of disclosure statement issues and communications with counsel and UST	0.60	375.00
09/25/2019	J F PAGET	320	Analyze and address voting issues	0.30	159.00
09/25/2019	T P BROWN	320	Review numerous emails with N.Kramer and J.Harbour re amended solicitation package and related issues and related conference with N.Kramer	0.20	146.00
09/25/2019	T P BROWN	320	Review emails with T.Graber re disclosure statement and plan descriptions of litigation	0.10	73.00
09/25/2019	N KRAMER	320	Analysis of issues related to pending litigation and disclosure statement	0.90	315.00
09/25/2019	N KRAMER	320	Analyze and address issues related to modification of plan and disclosure statement, solicitation of the same, and related issues	2.90	1,015.00
09/26/2019	J W HARBOUR	320	Analysis of disclosure statement and solicitation issues and communications with counsel	0.20	125.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101169746
CLIENT NAME: Think Finance, LLC				DATE:	10/31/2019
FILE NUMBER: 010131.0000001				PAGE:	13
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
09/26/2019	T P BROWN	320	Review numerous emails re plan and disclosure statement notices with committee counsel and N.Kramer	0.10	73.00
09/26/2019	N KRAMER	320	Analyze and address issues related to further modifying plan and disclosure statement (2.3); prepare notice related to the same (.5); analyze and address various solicitation and ballot issues and related procedures (2.5)	5.30	1,855.00
09/27/2019	T L CANADA	320	Prepare complete set of as filed Plan and Disclosure Statement	0.30	64.80
09/27/2019	T L CANADA	320	Update notices and ballots for solicitation notices with applicable dates	0.50	108.00
09/27/2019	J F PAGET	320	Address plan solicitation issues	0.50	265.00
09/27/2019	J W HARBOUR	320	Analysis of plan and disclosure statement issues and solicitation issues	0.20	125.00
09/27/2019	T P BROWN	320	Review emails with N.Kramer re committee support letter	0.10	73.00
09/27/2019	N KRAMER	320	Analyze and address various solicitation-related issues	3.20	1,120.00
09/27/2019	H P LONG, III	320	Communications with counsel concerning service of confirmation notice and analyze issues related to same	0.20	107.00
09/30/2019	J W HARBOUR	320	Analysis of contract assumption and cure and notice issues and communications with client and counsel	0.70	437.50
09/30/2019	N KRAMER	320	Address issues related to finalization of solicitation packages and notices (3.20); and communications with ALCS regarding same (.70)	3.90	1,365.00

HUNTON ANDREWS KURTH LLP	INVOICE:	101169746
CLIENT NAME: Think Finance, LLC	DATE:	10/31/2019
FILE NUMBER: 010131.0000001	PAGE:	14

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			<b>TOTAL 320</b>	<b>80.50</b>	
			<b>TOTAL HOURS</b>	<b>111.30</b>	

**TIMEKEEPER SUMMARY:**

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
T P BROWN	Partner	8.10	730.00	5,913.00
J W HARBOUR	Partner	17.40	625.00	10,875.00
G G HESSE	Partner	11.70	775.00	9,067.50
J F PAGET	Counsel	13.70	530.00	7,261.00
S E DAILY	Associate	0.40	500.00	200.00
N KRAMER	Associate	45.80	350.00	16,030.00
H P LONG, III	Associate	1.70	535.00	909.50
T L CANADA	Paralegal	12.50	216.00	2,700.00
<b>TOTAL FEES (\$)</b>				<b>52,956.00</b>

**FOR COSTS ADVANCED AND EXPENSES INCURRED:**

CODE	DESCRIPTION	AMOUNT
E124	Court Fees (CourtCall Fee for Telephonic Appearance at Hearing)	58.00
E124	Other – Miscellaneous (Hearing Transcripts)	415.80
<b>TOTAL CURRENT EXPENSES (\$)</b>		<b>473.80</b>

**INVOICE SUMMARY:**

Current Fees:	\$ 52,956.00
Current Charges:	473.80
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 53,429.80</b>

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Tyler P. Brown (Admitted *pro hac vice*)  
Jason W. Harbour (Admitted *pro hac vice*)  
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Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219  
Telephone: (804) 788-8200

*Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:**

**THINK FINANCE, LLC, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 17-33964 (HDH)**

**(Joint Administered)**

**MONTHLY STATEMENT OF HUNTON ANDREWS KURTH LLP FOR  
PROFESSIONAL SERVICES FOR THE PERIOD  
OCTOBER 1, 2019, THROUGH OCTOBER 31, 2019**

Name of Applicant:	HUNTON ANDREWS KURTH LLP
Role in Case:	Counsel to the Debtors
Period for which Compensation and Reimbursement is sought:	October 1, 2019, through October 31, 2019
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$109,813.10 (total fees sought this period)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$87,850.48 (80% sought in this Fee Statement)
	\$0.00

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (6762), Think Finance SPV, LLC (4522), Financial U, LLC (1850), TC Loan Service, LLC (3103), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), and TC Decision Sciences, LLC (8949).

# HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP  
RIVERFRONT PLAZA, EAST TOWER  
951 EAST BYRD STREET  
RICHMOND, VA 23219-4074

TEL 804 • 788 • 8200  
FAX 804 • 788 • 8218

EIN 54-0572269

## INVOICE DETAIL

Think Finance, LLC  
ATTN: Thomas D. Graber, Esq.  
General Counsel  
7701 Las Colinas Ridge, Suite 650  
Irving, TX 75063-8114

FILE NUMBER: 010131.0000001  
INVOICE NUMBER: 101170071  
DATE: 11/19/2019

CLIENT NAME: Think Finance, LLC  
BILLING ATTORNEY: TYLER P. BROWN

**RE: (Hunton # 010131.0000001) Post-Petition - Think Finance, et al.**

## FOR PROFESSIONAL SERVICES RENDERED THROUGH OCTOBER 31, 2019:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/03/2019	T L CANADA	110	Electronically file August monthly operating report	0.20	43.20
10/03/2019	T L CANADA	110	Work on amended schedules	1.00	216.00
10/03/2019	T L CANADA	110	Redact consumer borrower information on affidavit of service and electronically file affidavits of service	0.50	108.00
10/03/2019	J W HARBOUR	110	Analysis of issues concerning amending schedules and communications with counsel	0.10	62.50
10/03/2019	N KRAMER	110	Address issues related to possible amendment to schedules	0.50	175.00
10/10/2019	T L CANADA	110	Work on amended schedules for Think Finance and TC Loan Services	1.50	324.00
10/10/2019	J W HARBOUR	110	Analysis of amended schedules and related materials and communications with counsel, paralegal, and client	0.50	312.50
10/11/2019	T L CANADA	110	Electronically file affidavits of service	0.50	108.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101170071
CLIENT NAME: Think Finance, LLC				DATE:	11/19/2019
FILE NUMBER: 010131.0000001				PAGE:	2
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/11/2019	N KRAMER	110	Analyze issues related to potential schedules amendment	0.20	70.00
10/15/2019	G G HESSE	110	Review status of docket for omnibus hearing on 10/23/2019 (0.2); Email exchange regarding omnibus hearing (0.3)	0.50	387.50
10/16/2019	T P BROWN	110	Conference with J.Harbour re schedules	0.10	73.00
10/17/2019	T L CANADA	110	Finalize TCLS and TF Second Amended Schedules and electronically file same	1.00	216.00
10/17/2019	G G HESSE	110	Review and comment on amended schedules (0.4); Email exchange with court regarding omnibus hearing scheduled for 10/23/119 (0.4)	0.80	620.00
10/17/2019	N KRAMER	110	Revise and finalize potential schedules amendment and communication related to the same	0.50	175.00
10/21/2019	T L CANADA	110	Electronically file affidavit of service	0.20	43.20
10/21/2019	T L CANADA	110	Prepare notice of cancellation for October 23rd hearing	0.30	64.80
10/22/2019	T L CANADA	110	Electronically file notice of cancellation of omnibus hearing	0.20	43.20
10/23/2019	T L CANADA	110	Electronically file affidavit of service	0.10	21.60
10/28/2019	T L CANADA	110	Electronically file affidavit of service	0.20	43.20
			<b>TOTAL 110</b>	<b>8.90</b>	
10/01/2019	T P BROWN	120	Emails and call with T.Graber re collection of note	0.10	73.00
10/08/2019	T P BROWN	120	Telephone call with T.Graber re collection issues on note and related documents	0.20	146.00



HUNTON ANDREWS KURTH LLP				INVOICE:	101170071
CLIENT NAME: Think Finance, LLC				DATE:	11/19/2019
FILE NUMBER: 010131.0000001				PAGE:	3
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			<b>TOTAL 120</b>	<b>0.30</b>	
10/01/2019	H P LONG, III	140	Analyze issues related to service of invoices by D&O on insurer, analyze related invoices, and communications with counsel concerning the same	0.30	160.50
			<b>TOTAL 140</b>	<b>0.30</b>	
10/01/2019	N KRAMER	150	Communication with party in interest related to status of bankruptcy case	0.10	35.00
10/07/2019	T P BROWN	150	Review email from committee counsel re avoidance actions	0.10	73.00
10/09/2019	N KRAMER	150	Correspondence from party in interest concerning status of bankruptcy case	0.10	35.00
10/09/2019	T P BROWN	150	Review email from creditor re disclosure statement order	0.10	73.00
10/16/2019	T L CANADA	150	Analysis of consumer borrower voicemail and update tracking spreadsheet	0.20	43.20
10/16/2019	N KRAMER	150	Communication with party in interest related to bankruptcy case status	0.20	70.00
10/17/2019	N KRAMER	150	Communication with party in interest regarding status of bankruptcy case	0.20	70.00
10/21/2019	T P BROWN	150	Review email from creditor	0.10	73.00
10/29/2019	N KRAMER	150	Communications with parties in interest regarding status of bankruptcy case	0.30	105.00
			<b>TOTAL 150</b>	<b>1.40</b>	
10/03/2019	H P LONG, III	160	Work on Hunton's August invoice (.90), and communications with counsel concerning same (.20)	1.10	588.50
10/07/2019	T P BROWN	160	Work on Hunton August invoice	0.50	365.00

HUNTON ANDREWS KURTH LLP				INVOICE:	101170071
CLIENT NAME: Think Finance, LLC				DATE:	11/19/2019
FILE NUMBER: 010131.0000001				PAGE:	4
DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/08/2019	T L CANADA	160	Finalize August fee statement and serve Hunton's August fee statement	0.50	108.00
10/08/2019	T P BROWN	160	Emails with T.Canada re service of Hunton fee statement and related invoice revisions	0.10	73.00
10/08/2019	T P BROWN	160	Emails with B.Briggs re Teneo invoice	0.10	73.00
10/10/2019	T L CANADA	160	Analysis of orders granting the 7th interim fee applications	0.20	43.20
10/10/2019	T P BROWN	160	Email to B.Briggs re interim fee approval order	0.10	73.00
10/16/2019	T P BROWN	160	Telephone call with T.Graber re invoice review	0.10	73.00
10/18/2019	T P BROWN	160	Review committee fee statements	0.10	73.00
10/22/2019	T P BROWN	160	Review emails with T.Graber re fees and analyze tasks	0.20	146.00
10/24/2019	T P BROWN	160	Review emails with T.Graber and J.Harbour re supplemental disclosure of ordinary course of business lawyer	0.20	146.00
10/25/2019	N KRAMER	160	Analysis of OCP-related issues	0.40	140.00
10/25/2019	T P BROWN	160	Emails with T.Graber and N.Kramer re ordinary course of business disclosure question	0.10	73.00
10/30/2019	H P LONG, III	160	Work on Hunton's September invoice (1.30), and communications with counsel concerning the same (.40)	1.70	909.50
10/30/2019	T P BROWN	160	Emails with debtor and committee re fee payments	0.10	73.00
<b>TOTAL 160</b>				<b>5.50</b>	

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10/01/2019	J W HARBOUR	185	Analysis of contract assumption and rejection issues (.80) and communications with counsel and client concerning related issues (1.10)	1.90	1,187.50
10/01/2019	T P BROWN	185	Prepare for and participate in conference call re assumption, rejection and cure issues with debtor personnel	1.00	730.00
10/01/2019	T P BROWN	185	Telephone call with T.Graber and related conference with N.Kramer and review email from N.Kramer re rejected agreements	0.20	146.00
10/01/2019	N KRAMER	185	Address various issues related to cure notice and providing notice to relevant counter-parties	2.30	805.00
10/02/2019	J W HARBOUR	185	Analysis of contract assumption issues and communications with counsel	0.10	62.50
10/02/2019	T P BROWN	185	Review proposed potential assumption list	0.10	73.00
10/02/2019	N KRAMER	185	Analyze and address issues related to cure notice and notice to contract counterparties	1.40	490.00
10/03/2019	T L CANADA	185	Work on exhibit for cure notice	2.50	540.00
10/03/2019	J W HARBOUR	185	Analysis of contract assumption schedule issues and communications with counsel	0.20	125.00
10/03/2019	T P BROWN	185	Review multiple emails to and from T.Graber re proposed cure schedule, assumption issues and proposed call	0.30	219.00

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10/03/2019	H P LONG, III	185	Work on cure notice, including analyzing and updating schedule of agreements and analyze schedule of agreements from T. Graber in connection with same (2.00), prepare for and participate in call with T. Graber and N. Kramer concerning same and strategy (.30), and multiple communications with T. Graber and N. Kramer concerning same (.30)	2.60	1,391.00
10/03/2019	N KRAMER	185	Address issues related to cure notice (.80) and communications with client regarding the same (.50)	1.30	455.00
10/04/2019	J W HARBOUR	185	Analysis of cure notice issues and communications with counsel	0.10	62.50
10/04/2019	T P BROWN	185	Telephone call with T.Graber and B.Briggs and emails with T.Graber re cure schedule	0.60	438.00
10/04/2019	T P BROWN	185	Conference with T.Long re changes to cure schedule and related conference with J.Paget	0.30	219.00
10/04/2019	H P LONG, III	185	Continue to work to finalize cure notice, including updating to add and remove agreements (1.20), work with ALCS to coordinate service of same (.50), and multiple communications with client and counsel concerning same (.60)	2.30	1,230.50
10/07/2019	H P LONG, III	185	Analyze and respond to questions from T. Graber regarding service of cure notice (.40), and communications with ALCS concerning the same (.30)	0.70	374.50
10/11/2019	N KRAMER	185	Analyze and address issues related to cure notice	0.40	140.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/11/2019	T P BROWN	185	Telephone call with T.Graber re assumption/rejection issues	0.60	438.00
10/18/2019	T P BROWN	185	Telephone call with T.Graber, B.Briggs and J.Harbour re rejection and assumption issues for plan supplement	0.80	584.00
10/21/2019	H P LONG, III	185	Analyze and respond to questions from T. Graber concerning cure notice and related agreements in connection with preparation of plan schedules	0.70	374.50
10/21/2019	T P BROWN	185	Telephone call with T.Graber, conference with J.Harbour and emails with T.Graber re rejection/assumption issues for plan supplement	1.20	876.00
10/22/2019	N KRAMER	185	Analyze and address issues related to assumption schedule	0.90	315.00
10/23/2019	T P BROWN	185	Review emails with debtor reps re assumed contracts and addresses for vendors	0.20	146.00
10/25/2019	G G HESSE	185	Call from Richard Grant (counsel for CoreCard) regarding plan issues (0.3); Review follow-up email (0.2)	0.50	387.50
10/25/2019	T P BROWN	185	Review email from counsel to CoreCard and consider assumption and cure issues	0.30	219.00
10/31/2019	J E WUEBKER	185	Research application of contract assumption defense to potential preference claims	1.10	341.00
			<b>TOTAL 185</b>	<b>24.60</b>	
10/02/2019	J W HARBOUR	190	Communications with counsel to claimants concerning document request issues	0.20	125.00
10/03/2019	N KRAMER	190	Prepare stipulation concerning tolling of limitations period in VPC adversary	1.70	595.00

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10/08/2019	J W HARBOUR	190	Analysis of issues concerning tolling agreement and preparing tolling agreement and communication to client concerning tolling agreement and other issues	0.90	562.50
10/08/2019	T P BROWN	190	Conference with J.Harbour re standstill with GPLS/VPC	0.10	73.00
10/11/2019	N KRAMER	190	Analyze and address issues related to VPC tolling stipulation	0.20	70.00
10/11/2019	T P BROWN	190	Review committee requests on payments and invoices for potential preference actions and responses and related conferences with J.Harbour re same	0.50	365.00
10/14/2019	J W HARBOUR	190	Analysis of issues concerning committee information request	0.10	62.50
10/14/2019	J W HARBOUR	190	Communications with counsel to VPC concerning tolling stipulation and preparing stipulation	0.60	375.00
10/14/2019	N KRAMER	190	Analysis of revisions to VPC tolling agreement	0.50	175.00
10/14/2019	T P BROWN	190	Telephone call with T.Graber re preference payments and invoices request and other reorganization issues	0.90	657.00
10/15/2019	J W HARBOUR	190	Analysis of issues concerning stipulation with GPLS parties extending limitations period and communications with counsel and client and with Kirkland	0.40	250.00
10/15/2019	G G HESSE	190	Review and comment on stipulation extending limitations with VPC	0.30	232.50
10/16/2019	J W HARBOUR	190	Communications with client concerning Committee information request and amended schedules and analysis of related issues	0.60	375.00

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10/16/2019	J W HARBOUR	190	Analysis of issues concerning GPLS Parties stipulation and communications with client and Kirkland	0.40	250.00
10/16/2019	J W HARBOUR	190	Communications with counsel to Committee concerning information request and other issues	0.30	187.50
10/16/2019	T L CANADA	190	Finalize and electronically file Standstill and Tolling Stipulation	0.50	108.00
10/16/2019	N KRAMER	190	Revise and finalize VPC standstill and tolling stipulation	0.50	175.00
10/17/2019	T P BROWN	190	Prepare for and participate on call on invoice research	1.20	876.00
10/17/2019	T P BROWN	190	Conference with J.Harbour re questions and status of invoice research	0.20	146.00
10/17/2019	T P BROWN	190	Review numerous emails and back-up documents from debtor for committee counsel	0.50	365.00
10/17/2019	T P BROWN	190	Emails with T.Grabner re preference cases and consider related issues	0.20	146.00
10/17/2019	T P BROWN	190	Conference with G.Hesse re debtor request for counsel	0.10	73.00
10/17/2019	T P BROWN	190	Telephone calls with T.Grabner re committee data requests	0.30	219.00
10/18/2019	T L CANADA	190	Analysis of new Adversary Complaint filed against TF Holdings	0.20	43.20
10/18/2019	J W HARBOUR	190	Analysis of issues and materials concerning Committee information requests and communications with counsel and with counsel to Committee	0.90	562.50

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10/18/2019	T P BROWN	190	Email from and to debtor re committee requests for additional info needed for lawsuits and consideration of viable defenses	0.30	219.00
10/18/2019	T P BROWN	190	Review emails from and to T.Graber re CFPB report and updates on litigation	0.20	146.00
10/18/2019	T P BROWN	190	Review numerous emails re vendor payment histories and open invoices	0.20	146.00
10/18/2019	T P BROWN	190	Review complaint v. TF Holdings	0.20	146.00
10/18/2019	T P BROWN	190	Telephone calls with T.Graber re committee information requests	0.30	219.00
10/21/2019	T L CANADA	190	Analysis of new Complaints filed by Committee	1.00	216.00
10/21/2019	T P BROWN	190	Review CFPB status report draft and related email to debtor	0.10	73.00
10/21/2019	T P BROWN	190	Review complaints filed by committee	1.00	730.00
10/22/2019	T L CANADA	190	Analysis of adversary proceeding complaints filed by the Committee	0.50	108.00
10/22/2019	J F PAGET	190	Analyze Motion to modify protective order filed by Vermont Plaintiffs	0.60	318.00
10/24/2019	J W HARBOUR	190	Analysis of document and protective order pleadings filed by Vermont and communications with client and counsel	0.50	312.50
10/24/2019	T P BROWN	190	Review Vermont filing and emails with T.Graber and J.Harbour re issues with same	0.20	146.00
10/25/2019	T L CANADA	190	Work on issues related to response in opposition to Vermont's motion to modify the protective order	0.30	64.80
10/25/2019	J W HARBOUR	190	Analysis of motion to modify protective order issues and communications with counsel	0.20	125.00



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10/25/2019	J F PAGET	190	Work on objection to motion to modify protective order	4.40	2,332.00
10/25/2019	N KRAMER	190	Analysis of issues related to Vermont motion to modify protective order	1.00	350.00
10/28/2019	J W HARBOUR	190	Communications with counsel to Vermont concerning Motion to Modify Protective Order and analysis of related issues and communications with counsel and client	0.60	375.00
10/28/2019	J F PAGET	190	Work on objection to motion to modify protective order	2.50	1,325.00
10/28/2019	N KRAMER	190	Analyze and address issues related to Vermont requests to use documents in pending S.Ct. litigation	1.50	525.00
10/28/2019	T P BROWN	190	Review email with T.Graber and J.Harbour re Vermont discovery issues	0.20	146.00
10/29/2019	J F PAGET	190	Work on objection to Vermont Plaintiffs' motion to modify protective order	3.70	1,961.00
10/29/2019	N KRAMER	190	Analyze and address issues related to Vermont motion to modify protective order	1.90	665.00
10/30/2019	J W HARBOUR	190	Analysis of issues concerning motion to modify protective order and communications with counsel and client and with Vermont counsel	0.40	250.00
10/30/2019	J F PAGET	190	Work on objection to Vermont Plaintiffs motion to modify protective order	3.30	1,749.00
10/30/2019	N KRAMER	190	Analyze and address issues related to use of bankruptcy produced documents in other pending litigation and protective order issues	2.00	700.00
10/30/2019	T P BROWN	190	Conference with J.Harbour re Vermont motion	0.10	73.00

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10/31/2019	J W HARBOUR	190	Analysis of issues concerning motion to modify and analysis of documents sought to be used by Vermont and communications with counsel	0.90	562.50
10/31/2019	T L CANADA	190	Prepare meeting materials regarding Vermont claimants documents for use in S. Ct.	1.00	216.00
10/31/2019	J F PAGET	190	Work on objection to Vermont Plaintiffs' motion to modify protective order	3.10	1,643.00
10/31/2019	N KRAMER	190	Analyze and address issues related to Vermont motion to modify protective order	1.60	560.00
			<b>TOTAL 190</b>	<b>46.10</b>	
10/01/2019	J W HARBOUR	230	Analysis of 13 week forecast issues and communications with A&M	0.10	62.50
10/02/2019	J W HARBOUR	230	Analysis of issues concerning updated 13 week forecast (.30) and communications with client and A&M (.80)	1.10	687.50
10/02/2019	T P BROWN	230	Review proposed 13-week budget and related emails with debtor and A&M	0.20	146.00
10/04/2019	T P BROWN	230	Review weekly cash report	0.10	73.00
10/04/2019	J F PAGET	230	Analyze and circulate weekly disbursement report	0.20	106.00
10/09/2019	J W HARBOUR	230	Communications with client and counsel to VPC concerning account issues and concerning tolling agreement	0.30	187.50
10/09/2019	T P BROWN	230	Review emails with Kirkland re account access	0.10	73.00
10/14/2019	J F PAGET	230	Review and circulate weekly disbursement report	0.20	106.00
10/14/2019	T P BROWN	230	Review weekly cash report	0.10	73.00
10/18/2019	J F PAGET	230	Review and circulate weekly disbursement report	0.20	106.00

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10/18/2019	T P BROWN	230	Review weekly cash variance report	0.10	73.00
			<b>TOTAL 230</b>	<b>2.70</b>	
10/22/2019	J W HARBOUR	240	Analysis of tax claim issues and communication to client	0.30	187.50
10/22/2019	T P BROWN	240	Conference with J.Harbour re Texas tax claim issues	0.10	73.00
10/24/2019	J W HARBOUR	240	Analysis of claim issues including concerning claim issues raised by Texas Attorney General's office and communications with client and with Texas Attorney General's office	0.30	187.50
10/25/2019	J W HARBOUR	240	Communications with Texas regarding tax claim issue and analysis of related issues	0.20	125.00
10/28/2019	J W HARBOUR	240	Analysis of issues concerning Texas claim and communications with Texas AG office	0.10	62.50
			<b>TOTAL 240</b>	<b>1.00</b>	
10/23/2019	J W HARBOUR	310	Communications with client and counsel concerning litigation trust agreement and other issues and analysis of related matters	1.00	625.00
10/24/2019	J W HARBOUR	310	Analysis of plan issues and communications with counsel and client	0.70	437.50
10/31/2019	T P BROWN	310	Conference with J.Harbour re creditor discussions (.3)	0.30	219.00
			<b>TOTAL 310</b>	<b>2.00</b>	
10/01/2019	N KRAMER	320	Communications with ALCS regarding updating website to provide information related to Plan and disclosure statement	0.30	105.00
10/02/2019	T P BROWN	320	Conference with J.Harbour re reorganization timeline	0.10	73.00
10/03/2019	N KRAMER	320	Analyze issues related to solicitation of plan	0.90	315.00

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10/08/2019	J W HARBOUR	320	Analysis of plan issues including concerning dissolution and communications with counsel	0.20	125.00
10/08/2019	J W HARBOUR	320	Analysis of litigation trust agreement issues and communications with counsel and counsel to the Committee	0.60	375.00
10/08/2019	J F PAGET	320	Review correspondence re: new CAFA notice	0.20	106.00
10/08/2019	T P BROWN	320	Conference with J.Harbour re committee info requests	0.10	73.00
10/08/2019	T P BROWN	320	Review litigation trust agreement from committee counsel	1.50	1,095.00
10/09/2019	J W HARBOUR	320	Analysis of issues concerning information request from Committee (.40) and communications with client and counsel (.60)	1.10	687.50
10/09/2019	J W HARBOUR	320	Communications with proposed class counsel concerning plan issues and analysis of related matters	0.20	125.00
10/09/2019	J F PAGET	320	Address confirmation issues	0.40	212.00
10/09/2019	T P BROWN	320	Conference with J.Harbour and telephone call from T.Graber re release of information to committee for avoidance claims	0.60	438.00
10/09/2019	T P BROWN	320	Review email from committee counsel re claims analysis and info requested	0.20	146.00
10/10/2019	J W HARBOUR	320	Communications with client, counsel and with Committee counsel (.80) and analysis of plan and related issues (.60)	1.40	875.00
10/10/2019	J W HARBOUR	320	Call with Wilmer Hale concerning plan confirmation and related issues	0.10	62.50

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10/10/2019	T P BROWN	320	Review and comment on draft litigation trust agreement	1.20	876.00
10/10/2019	T P BROWN	320	Conference with J.Harbour and review committee emails re preference analysis	0.40	292.00
10/11/2019	T L CANADA	320	Work on Litigation Trust Agreement	0.50	108.00
10/11/2019	J W HARBOUR	320	Analysis of litigation trust issues and revise litigation trust agreement	1.00	625.00
10/11/2019	J W HARBOUR	320	Analysis of issues concerning information requests from Committee (.50) and communications with counsel and client (.50)	1.10	687.50
10/11/2019	J W HARBOUR	320	Communications with Committee and communications with counsel and with client and counsel concerning information request	0.90	562.50
10/11/2019	T P BROWN	320	Call with T.Graber and emails and related conferences with J.Harbour re employee transition for effective date planning	0.80	584.00
10/11/2019	T P BROWN	320	Review emails between T.Graber and M.Sheldon re opposing counsel data requests	0.10	73.00
10/14/2019	J W HARBOUR	320	Analysis of litigation trust agreement and related issues and preparing litigation trust agreement	1.40	875.00
10/15/2019	J W HARBOUR	320	Analysis of litigation trust agreement issues and preparing litigation trust agreement (2.30) and communications with counsel and client (.80)	3.10	1,937.50
10/15/2019	J W HARBOUR	320	Analysis of plan and related issues and communications with counsel and client	1.70	1,062.50

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10/15/2019	N KRAMER	320	Analysis of issues related to solicitation of Plan (.5); prepare plan supplement (1)	1.50	525.00
10/15/2019	N KRAMER	320	Analysis of Marlin statement with respect to Plan	0.40	140.00
10/15/2019	T P BROWN	320	Prepare for debtor call re employee effective date transaction issues	0.50	365.00
10/15/2019	T P BROWN	320	Review Marlin declaration	0.20	146.00
10/15/2019	T P BROWN	320	Telephone call with debtor reps re employee transition issues under plan	1.20	876.00
10/15/2019	T P BROWN	320	Conferences with J.Harbour re litigation trust agreement	0.60	438.00
10/15/2019	T P BROWN	320	Conference with N.Kramer re effective date documents needed	0.20	146.00
10/16/2019	T L CANADA	320	Analysis of Declarations in support and opposition to confirmation plan	0.70	151.20
10/16/2019	N KRAMER	320	Analysis of various substantial contribution declarations in relation to Plan	0.80	280.00
10/16/2019	T P BROWN	320	Conferences with J.Harbour re committee follow up on invoice information and plan supplement	0.20	146.00
10/16/2019	T P BROWN	320	Review K.Kelly filings in support of final class settlement approval	0.50	365.00
10/17/2019	J W HARBOUR	320	Analysis of plan issues (.90) and communications with counsel and client (.60)	1.50	937.50
10/17/2019	J W HARBOUR	320	Communications with counsel to Committee concerning plan issues and various matters and analysis of related issues	0.40	250.00
10/17/2019	T L CANADA	320	Telephone conference with clerk of court regarding clerk's correspondence for order on amended disclosure statement	0.30	64.80

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10/17/2019	N KRAMER	320	Address issue related to Clerks requesting order on disclosure statement	0.20	70.00
10/17/2019	T P BROWN	320	Work on transactional documents for plan closing	0.60	438.00
10/18/2019	J W HARBOUR	320	Analysis of litigation trust agreement issues and preparing litigation trust agreement and communications with counsel	1.20	750.00
10/18/2019	J W HARBOUR	320	Communications with client and counsel concerning litigation trust agreement and committee information requests and analysis of related issues	1.40	875.00
10/18/2019	T P BROWN	320	Conference with J.Harbour re litigation trust agreement revisions and work on open issues	0.40	292.00
10/18/2019	T P BROWN	320	Emails with T.Graber re plan issues	0.20	146.00
10/20/2019	J W HARBOUR	320	Analysis of issues concerning litigation trust agreement	0.10	62.50
10/21/2019	J W HARBOUR	320	Revising litigation trust agreement and analysis of related issues (.90) and communications with client and counsel (.70)	1.60	1,000.00
10/21/2019	J W HARBOUR	320	Analysis of litigation trust agreement issues and communications with counsel and counsel to Committee	0.30	187.50
10/21/2019	N KRAMER	320	Prepare confirmation brief	0.80	280.00
10/21/2019	N KRAMER	320	Prepare various assignment agreements from debtors to reorganized debtors in connection with consummating transactions contemplated by the plan	3.50	1,225.00
10/21/2019	T P BROWN	320	Review proposed transactional documents prepared by N.Kramer and send to T.Graber	0.80	584.00

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10/21/2019	T P BROWN	320	Work on litigation trust agreement and review related emails to and from T.Graber and J.Harbour	0.50	365.00
10/22/2019	J W HARBOUR	320	Analysis of plan issues and outstanding matters and communications with counsel and client	0.20	125.00
10/22/2019	T P BROWN	320	Conference with J.Harbour re litigation trust agreement revisions and strategy	0.40	292.00
10/22/2019	J W HARBOUR	320	Analysis of issues concerning plan supplement and communications with counsel, client and counsel to VPC	0.30	187.50
10/22/2019	J W HARBOUR	320	Analysis of issues concerning litigation trust agreement	0.10	62.50
10/22/2019	G G HESSE	320	Review plan supplement (0.5); Follow-up email exchange regarding same (0.3)	0.80	620.00
10/22/2019	N KRAMER	320	Analyze and address issues related to document preservation and transfer following plan confirmation (1.5); conference with client regarding the same (.7)	2.20	770.00
10/22/2019	T P BROWN	320	Telephone call with T.Graber re Epiq database issues and rejection/assumption of other contracts	0.70	511.00
10/22/2019	T P BROWN	320	Review numerous emails from and to T.Graber, other debtor reps and N.Kramer re database issues and related conference with N.Kramer	0.50	365.00
10/23/2019	T L CANADA	320	Work on Exhibit to Plan Supplement	1.50	324.00



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10/23/2019	J W HARBOUR	320	Communications with counsel to Committee and others concerning litigation trust agreement and communications with counsel to PA concerning the GPLS/PA Stipulation and the confirmation hearing, and analysis of related issues	0.70	437.50
10/23/2019	J W HARBOUR	320	Preparing litigation trust agreement and analysis of related issues (1.90) and communication to client about same (.70)	2.70	1,687.50
10/23/2019	G G HESSE	320	Review plan supplement (0.5); Email exchange with committee counsel regarding plan supplement (0.3); Call from counsel for Ken Rees (0.2); Review email exchange with court regarding hearing on confirmation (0.1)	1.10	852.50
10/23/2019	N KRAMER	320	Analysis of issues related to litigation trust agreement and related correspondence	0.20	70.00
10/23/2019	N KRAMER	320	Address issues related to books and records and document preservation pursuant to plan	1.90	665.00
10/23/2019	N KRAMER	320	Address issues related to and finalize plan supplement	1.70	595.00
10/23/2019	T P BROWN	320	Review draft plan supplement	0.60	438.00
10/23/2019	T P BROWN	320	Work on litigation trust agreement issues and related conferences with J.Harbour	0.80	584.00
10/23/2019	T P BROWN	320	Review emails to and from opposing counsel re litigation trust agreement and consider responses	0.50	365.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/23/2019	T P BROWN	320	Review emails to and from court clerk and related conference with J.Harbour re confirmation hearing and logistics	0.40	292.00
10/24/2019	J W HARBOUR	320	Analysis of litigation trust agreement issues and communications with counsel, client, and counsel to the Committee	0.50	312.50
10/24/2019	J W HARBOUR	320	Communications with counsel to VPC concerning plan supplement and analysis of related issues	0.20	125.00
10/24/2019	G G HESSE	320	Call from Mark Chevallier (counsel for Ken Rees) regarding confirmation issues (0.3); Follow-up email exchange regarding same (0.2); Email exchange with Stephen Manz regarding confirmation hearing (0.2); Follow-up conference with Stephen Manz regarding schedule (0.3); Conference with client team regarding same (0.3)	1.30	1,007.50
10/24/2019	N KRAMER	320	Analysis of issues related to reorganized debtor transactions and transfer of assets	0.40	140.00
10/24/2019	N KRAMER	320	Work on confirmation brief	5.50	1,925.00
10/24/2019	N KRAMER	320	Analyze issues related to books and records preservation and related communications	1.10	385.00
10/24/2019	T P BROWN	320	Work on plan closing documents	0.30	219.00
10/24/2019	T P BROWN	320	Review emails with T.Grabner, J.Harbour and Texas AG re plan issues	0.10	73.00
10/24/2019	T P BROWN	320	Telephone call with T.Grabner re data in Epiq database and related issues	0.30	219.00

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10/24/2019	T P BROWN	320	Emails with T.Graber re potential business partner discussions conditioned on emergence and proposed related call	0.30	219.00
10/24/2019	T P BROWN	320	Review additional litigation trust agreement changes and related emails with committee counsel and J.Harbour	0.30	219.00
10/25/2019	J W HARBOUR	320	Analysis of litigation trust agreement issues and other plan issues and communications with Committee counsel and Vermont counsel	0.70	437.50
10/25/2019	J W HARBOUR	320	Analysis of litigation trust agreement issues and preparing litigation trust agreement and communications with client and counsel	2.00	1,250.00
10/25/2019	N KRAMER	320	Analysis of issues related to vote tabulation and solicitation	0.50	175.00
10/25/2019	N KRAMER	320	Prepare confirmation brief and conduct related legal research and analysis	3.70	1,295.00
10/25/2019	T P BROWN	320	Telephone call with T.Graber, J.Harbour and co-counsel re litigation trust agreement revisions and related emails	0.50	365.00
10/25/2019	T P BROWN	320	Emails with T.Graber re dividend lawsuits and inquiries from shareholders	0.20	146.00
10/25/2019	T P BROWN	320	Review emails re potential resolution of Texas tax authority objection to plan with J.Harbour	0.10	73.00
10/25/2019	T P BROWN	320	Emails with committee and J.Harbour re status of voting	0.10	73.00
10/25/2019	T P BROWN	320	Review proposed revisions to final settlement order and related emails from counsel	0.20	146.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/25/2019	T P BROWN	320	Review emails with court re confirmation hearing	0.10	73.00
10/27/2019	N KRAMER	320	Research issue in connection with preparation of confirmation brief	1.50	525.00
10/28/2019	G G HESSE	320	Review materials regarding status of hearing	0.30	232.50
10/28/2019	J W HARBOUR	320	Analysis of plan voting issues and communications with counsel to the CFPB and with counsel	0.40	250.00
10/28/2019	J W HARBOUR	320	Analysis of litigation trust agreement issues and preparing litigation trust agreement (1.10) and communications with counsel (.50)	1.60	1,000.00
10/28/2019	J W HARBOUR	320	Analysis of plan supplement issues and communications with counsel and Kirkland	0.30	187.50
10/28/2019	J W HARBOUR	320	Analysis of plan confirmation issues and communications with counsel	0.10	62.50
10/28/2019	N KRAMER	320	Prepare and revise confirmation brief	1.70	595.00
10/28/2019	N KRAMER	320	Conference with GPLS related to confirmation	0.30	105.00
10/28/2019	N KRAMER	320	Analyze and address solicitation, tabulation, and related issues	1.90	665.00
10/28/2019	T P BROWN	320	Review emails with CFPB and J.Harbour re voting issues	0.10	73.00
10/28/2019	T P BROWN	320	Telephone calls with T.Graber re reorganization issues resulting from delay	0.50	365.00
10/28/2019	T P BROWN	320	Work on revising litigation trust agreement and related conference with J.Harbour	0.50	365.00
10/28/2019	T P BROWN	320	Emails with T.Graber re plan concerns	0.30	219.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/29/2019	J W HARBOUR	320	Analysis of plan and litigation trust agreement issues and preparing litigation trust agreement and communications with counsel and to counsel to the Committee	0.70	437.50
10/29/2019	N KRAMER	320	Analysis of ballot tabulation and related issues and related communications with ALCS	0.70	245.00
10/29/2019	N KRAMER	320	Analysis of class settlement final approval and related issues	0.30	105.00
10/29/2019	N KRAMER	320	Prepare and revise confirmation brief	1.70	595.00
10/29/2019	T P BROWN	320	Telephone call with T.Graber re reorganization issues	0.50	365.00
10/29/2019	T P BROWN	320	Telephone call with M.Wong and other debtor reps re reorganization issues and prepare for call	0.80	584.00
10/29/2019	T P BROWN	320	Telephone call with T.Graber re litigation trust agreement issues	0.20	146.00
10/29/2019	T P BROWN	320	Telephone call with T.Graber and other counsel re litigation trust agreement concerns	0.60	438.00
10/29/2019	T P BROWN	320	Conference with J.Harbour re strategy call with debtor	0.20	146.00
10/29/2019	T P BROWN	320	Emails with debtor and co-counsel re voting issues	0.20	146.00
10/29/2019	T P BROWN	320	Revise litigation trust agreement provisions	0.80	584.00
10/30/2019	J W HARBOUR	320	Communications with Committee counsel and analysis of plan and confirmation and voting issues	0.40	250.00
10/30/2019	J W HARBOUR	320	Analysis of plan issues including concerning voting and ballots (1.40) and communications with counsel and client (1.10)	2.60	1,625.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
10/30/2019	J W HARBOUR	320	Analysis of plan issues and communications with client	0.90	562.50
10/30/2019	J W HARBOUR	320	Analysis of Plan objections	0.50	312.50
10/30/2019	T L CANADA	320	Analysis of objections to chapter 11 plan	0.50	108.00
10/30/2019	J F PAGET	320	Address plan voting issues	0.20	106.00
10/30/2019	J F PAGET	320	Review plan objections	0.40	212.00
10/30/2019	N KRAMER	320	Prepare and revise confirmation brief	0.90	315.00
10/30/2019	N KRAMER	320	Analyze and address issues related to ballot tabulation, solicitation and confirmation of plan	3.20	1,120.00
10/30/2019	N KRAMER	320	Analysis of filed plan confirmation objections	2.90	1,015.00
10/30/2019	T P BROWN	320	Emails and conferences with J.Harbour re plan voting, potential objections and related strategy	0.40	292.00
10/30/2019	T P BROWN	320	Review numerous emails with debtor, committee counsel and J.Harbour re voting issues	0.40	292.00
10/30/2019	T P BROWN	320	Work on litigation trust agreement revisions and strategy	0.30	219.00
10/31/2019	J W HARBOUR	320	Analysis of plan confirmation hearing issues and communications with counsel	0.10	62.50
10/31/2019	J W HARBOUR	320	Analysis of plan objections and related issues (1.30) and communications with counsel (.70)	2.00	1,250.00
10/31/2019	T P BROWN	320	Review emails re discussions with tax authority re plan	0.10	73.00
10/31/2019	T P BROWN	320	Emails with T.Graber re HR issues for effective date	0.10	73.00
10/31/2019	J W HARBOUR	320	Communications with counsel to the Committee and counsel to VPC and analysis of plan and plan objection issues	0.20	125.00

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10/31/2019	J W HARBOUR	320	Communications with UST concerning plan and communications with Texas AG's Office about Plan	0.40	250.00
10/31/2019	G G HESSE	320	Review various objections to confirmation of plan (1.2); Call from Jeff Prostok (counsel for Elevate) regarding plan objection (0.3); Call to court regarding scheduling issues (0.5)	2.00	1,550.00
10/31/2019	N KRAMER	320	Prepare and revise confirmation brief (3.3); analyze and address various objections to confirmation (1.5)	4.80	1,680.00
10/31/2019	T P BROWN	320	Review objections to plan and related emails with J.Harbour and committee counsel	1.20	876.00
10/31/2019	T P BROWN	320	Review emails with T.Graber re confirmation revisions	0.10	73.00
<b>TOTAL 320</b>				<b>117.20</b>	
10/01/2019	J F PAGET	460	Review August monthly operating report	0.50	265.00
10/02/2019	J F PAGET	460	Review revised August monthly operating report and coordinate filing of same	0.20	106.00
10/29/2019	J F PAGET	460	Review September monthly operating report and correspond with A&M re: the same	0.70	371.00
<b>TOTAL 460</b>				<b>1.40</b>	
<b>TOTAL HOURS</b>				<b>211.40</b>	

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**TIMEKEEPER SUMMARY:**

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
T P BROWN	Partner	40.30	730.00	29,419.00
J W HARBOUR	Partner	50.90	625.00	31,812.50
G G HESSE	Partner	7.60	775.00	5,890.00
J F PAGET	Counsel	20.80	530.00	11,024.00
N KRAMER	Associate	65.20	350.00	22,820.00
H P LONG, III	Associate	9.40	535.00	5,029.00
J E WUEBKER	Associate	1.10	310.00	341.00
T L CANADA	Paralegal	16.10	216.00	3,477.60
<b>TOTAL FEES (\$)</b>				<b>109,813.10</b>

**TIME SUMMARY BY TASK CODE:**

CODE	DESCRIPTION	HOURS	VALUE
110	Case Administration	8.90	3,106.70
120	Asset Analysis & Recovery	0.30	219.00
140	Relief from Stay/Adequate Protection	0.30	160.50
150	Meeting and Communications w/Creditors	1.40	577.20
160	Fee/Employment Applications	5.50	2,957.20
185	Assumption/Rejection of Leases & Contracts	24.60	12,369.50
190	Litigation	46.10	23,470.50
230	Financing/Cash Collateral	2.70	1,693.50
240	Tax Issues	1.00	635.50
310	Claims Administration & Objections	2.00	1,281.50
320	Plan Disclosure Statement	117.20	62,600.00
460	Reporting	1.40	742.00
		<b>211.40</b>	<b>109,813.10</b>

**INVOICE SUMMARY:**

Current Fees:	\$ 109,813.10
Current Charges:	0.00
<b>CURRENT INVOICE AMOUNT DUE:</b>	<b>\$ 109,813.10</b>